SOUND TRANSIT 2007 ANNUAL REPORT

SOUNDTRANSIT

RIDE THE WAVE

Link light rail • Sounder commuter rail • ST Express regional bus • Tacoma Link light rail

Sound Transit plans, builds and operates regional transit systems and services to improve mobility for Central Puget Sound.

— Sound Transit Mission Statement

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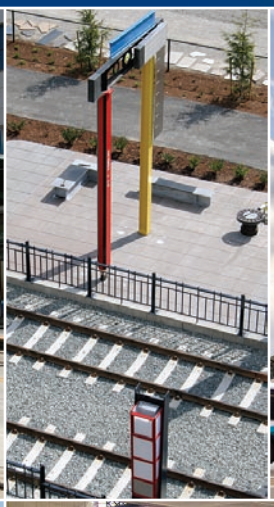
SOUNDTRANSIT
RIDE THE WAVE

FINANCIAL AND OPERATING HIGHLIGHTS



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Link
SoundTransit
Link

Our 2007 Annual Report – accountability in action

I am pleased to present Sound Transit's 2007 Annual Report. One of the major themes you'll find throughout this document is accountability. At Sound Transit, accountability is more than a word on paper, it's a way of doing business.

When voters in 1996 charged us with building and operating the region's mass transit system, we accepted the responsibility for accomplishing that mission in an open, transparent and accountable way.

For us, accountability means building the transit projects promised to voters and connecting the region with reliable bus and train service. It means planning for the future and making sure the environment we leave our children and grandchildren is safe and sustainable. And, it means providing ongoing reports, such as this one, that show how we are delivering the job we've been given.

Each year, we make more dramatic progress in building the regional transit system. This year alone, combined ridership on our services shot up 12 percent, which was nearly six times the nationwide increase. We also opened two freeway stations, made significant progress on light rail construction and prepared a comprehensive plan for expanding our regional system.

Although voters in November 2007 did not support a measure to expand the regional system, planning for the future remains part of our mission. And so we are hard at work refining another plan. The need remains: our region's population continues to grow by approximately 50,000 each year and is expected to grow by another 30 percent by 2030.

In 2007, Sound Transit also went a long way in establishing its place as a national environmental leader among transit agencies. The Sound Transit Board unanimously approved a Sustainability Initiative and we became the first transit agency on the West Coast to hold itself accountable for achieving rigorous international standards for promoting environmental sustainability.

Sound Transit made great strides in 2007. The coming year will see even more accomplishments including additional Sounder service, opening the South Everett Freeway Station, and testing the light rail fleet and system as we prepare to serve passengers in mid-2009.

I invite you to look through this report and see the progress we made in 2007.

Greg Nickels,
Seattle Mayor, Sound Transit Board Chair

Greg Nickels, Seattle Mayor and Sound Transit Board Chair

Sound Transit projects and services are connecting communities throughout Central Puget Sound. Photos, opposite page: Tacoma Link near the Tacoma Convention Center plaza; Top left to right: Link light rail vehicles are assembled; passengers board an ST Express bus at Bellevue Transit Center; a bicyclist departs Sounder at Tacoma Dome Station.

Bus Bay 6
255
256
DANGER
ALERT

Getting it done in 2007

I'm proud to provide you this account of 2007—one of Sound Transit's strongest, most successful years ever. The measure of that success is found throughout this 2007 Annual Report. There are many highlights.

For example, Sound Transit carried almost 14 million passengers on its trains and buses in 2007. That's an amazing achievement for an agency that just began operating regional bus service in September 1999, commuter rail in September 2000, and Tacoma Link light rail in August 2003.

In 2007, we began running a new round-trip Sounder train from Everett to Seattle and two more round-trip trains between Tacoma and Seattle. One of those was our first "reverse commute" train that starts in Seattle and runs to Tacoma with all the regular stops in between.

After retrofitting for joint bus/rail operations, we re-opened the Downtown Seattle Transit Tunnel to bus service in 2007 on time and budget. The two-year closure for renovation was important because it will allow trains to operate in the tunnel along with buses when light rail service begins in 2009. We also broke ground on the Mukilteo Sounder Station and opened both the Totem Lake and Canyon Park freeway stations for buses in 2007.

Construction continued at full speed in 2007 on the Link light rail line and we finished the year more than 80 percent complete. We also opened the Link Light Rail Operations & Maintenance Facility and began receiving our light rail fleet.

In addition, Sound Transit and the University of Washington reached a formal agreement to extend light rail from downtown Seattle to the UW campus and surrounding area. Sound Transit will break ground on the University Link extension in 2008.

Please read through our 2007 Annual Report and discover all that Sound Transit is bringing to the Puget Sound region.

Joni Earl

Joni Earl, Chief Executive Officer

Joni Earl, Sound Transit Chief Executive Officer and John Ladenburg, 2007 Board Chair and Pierce County Executive

2007 was a very good year for Sound Transit projects and services. Photos, opposite page: Sound Transit re-opens the Downtown Seattle Transit Tunnel in September 2007; Clockwise from top left: An ST Express bus pulls into Lynnwood Transit Center; Lakewood Station groundbreaking celebration; Link light rail train testing; Link light rail tunnel boring machine breaks through Beacon Hill; Sounder City of Destiny reverse-commute train.

Service

Connecting the region with reliable buses and trains

Sound Transit ridership reached an all-time high in 2007.
Photos, opposite page: Sumner Sounder Station; Clockwise from top left: ST Express bus at Bellevue Transit Center; Federal Way Transit Center; Tacoma Link near the Tacoma Convention Center; Kent Sounder Station.

When voters approved building a new mass transit system in 1996, connecting the Puget Sound region's population and job centers with new transit options was a major mission. At that time, Sound Transit was a fledgling agency just beginning to undertake this enormous challenge. In 2007, you can see how far we've come.

Every year the number of people riding our trains and buses grows. Nearly 14 million people rode Sound Transit services in 2007, an increase of more than 12 percent from a year earlier. Together, each of those riders made a difference by helping cut the number of auto trips taken in the region.

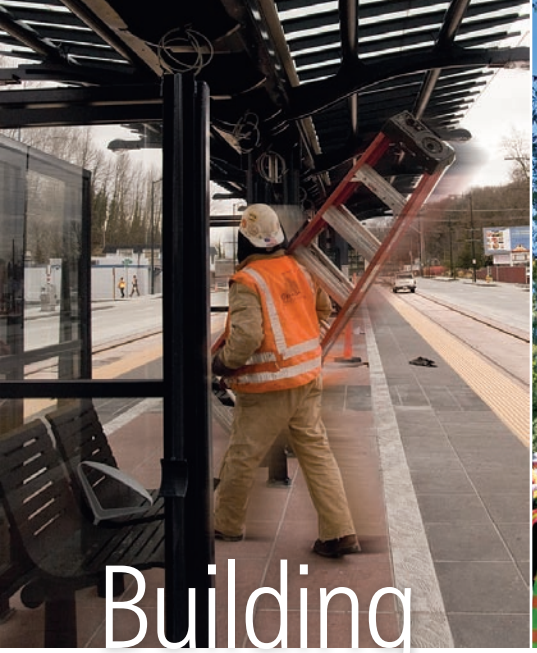
In 2007, we opened the Totem Lake and Canyon Park freeway stations for buses and added service to the Sounder commuter rail line.

"When a bus is coming every 8-10 minutes, you can just walk down to the bus stop and not even think about what the time is, which is great."
– Sumit Basu, regular ST Express 545 commuter from Seattle to Redmond

Breaking down the 2007 ridership numbers by service shows that ST Express buses carried over 10 million passengers, Sounder trains over two million and Tacoma Link about a million.

While those ridership numbers are excellent, that's not the only way Sound Transit judges its service for customers. Sound Transit tracks a number of other indicators to make sure we're providing reliable, frequent, quality service:

- Revenue miles operated: In 2007, ST Express buses ran 9.9 million revenue miles; Sounder 702,000; Tacoma Link 95,500.
- On-time performance: In 2007, ST Express bus on-time performance was about 90 percent; Sounder 95 percent; and Tacoma Link light rail 98.5 percent.
- Customer complaints: Customer complaints are calculated as a percentage of total boardings. In 2007, customer complaints for ST Express, Sounder and Tacoma Link all were less than 0.05 percent.
- In 2007, ST Express had less than one preventable accident per 100,000 miles operated; Sounder less than one per every one million miles operated; and Tacoma Link less than one per every 30,000 miles operated. Preventable accidents are reported when the operator failed to do everything reasonable to prevent the accident.



Building

Breaking ground on the regional mass transit system

Sound Transit invested about $700 million in 2007 on transit projects that are helping people move around the Puget Sound region.

Link light rail construction was a big part of Sound Transit's building program in 2007. By year's end, the light rail line was more than 80 percent complete, including the tunnel boring machine's breakthrough of the first Beacon Hill East Portal.

Sound Transit also opened the Link light rail Operations & Maintenance Facility in 2007 and began receiving its light rail fleet. In June, Sound Transit and the University of Washington reached a formal agreement to extend light rail to the UW campus and surrounding area. This important light rail extension, called University Link, will run 3.15 miles underground from downtown Seattle to the University of Washington with stations at Capitol Hill and the UW. Construction is expected to begin in 2008 on the University Link line.

2007 was a groundbreaking year in many other ways.

Besides adding more Sounder commuter rail service, in 2007 Sound Transit broke ground on the Sounder Lakewood and Mukilteo stations. The agency also broke ground on the I-90 Two-Way Transit and HOV lanes Stage 1 project, the Redmond Transit Center, Redmond Way transit improvements and the Totem Lake Transit Center.

Sound Transit's ST Express service also was busy opening the Totem Lake and Canyon Park freeway stations.

The year 2007 ended on a very high note when Sound Transit, along with its transit partners, re-opened the Downtown Seattle Transit Tunnel to bus service. The successful two-year renovation project will allow light rail trains to begin running in the tunnel when passenger service begins in 2009.

"Riding Sounder is a great deal. It's economical, it allows me to work in Seattle, I've met a lot of people – and it's fun."
– Robin Hart, who has taken Sounder trains from Sumner to Seattle the last four years.

Sound Transit investments are shaping the Puget Sound Region. Photos, opposite page: Aerial photo of light rail through Tukwila; Top left to right: Rainier Beach light rail station under construction; the final segment is added to the Tukwila light rail guideway; South Everett Freeway Station under construction.

Planning

Looking to the future

Planning is more than words and engineering drawings. It's building transit services that connect communities and offer residents new ways to get around.

It also includes looking to the future. In 2007, planning continued on Link light rail extensions to the north, east and south of Seattle. In 2008, groundbreaking is expected on the University Link light rail extension from downtown Seattle to the University of Washington.

Sound Transit and six other agencies are working to introduce a smart card system, called ORCA, that in 2009 will provide for seamless travel between all Puget Sound transit agencies and Washington State Ferries. In 2007, Sound Transit continued working with those partners to test the ORCA card.

Sound Transit also converses with the public on individual projects and routes, and on the bigger issue of expanding the regional system.

In 2007, Sound Transit was part of a Roads & Transit package that offered voters in the Puget Sound region 50 miles of new light rail, improved bus and commuter rail service and significant improvements to the region's key roads and highways. That measure was defeated in the November 2007 election. The Sound Transit Board's commitment to the future continues by moving ahead with planning for another possible package to extend the regional transit system. After listening to voters, that work continues into 2008.

Visit http://future.soundtransit.org/ for the latest information on Sound Transit's future planning.

The future promises even more service.
Photos, opposite page: Photo simulation of Link light rail crossing the I-90 bridge toward Bellevue; Clockwise from top left: Photo simulation of Link light rail crossing the Duwamish River; Tacoma-to-Lakewood commuter rail workshop; Kirkland Transit Center public involvement meeting; ORCA card tested in 2007.

Overlake Transit Center
NE 40th St
NO TURN ON RED
9032
EXPRESS

Environment

Leaving a healthy environment for our children

In 2007, the Sound Transit Board and its employees made a significant long-term commitment to conserve resources and incorporate sustainability into our everyday business.

The biggest contribution is perhaps the most obvious – providing nearly 14 million rides, which removed cars from our congested roads.

In 2009, clean electric light rail trains will begin running between downtown Seattle and Sea-Tac Airport.

Beyond that, the Sound Transit Board in 2007 unanimously approved a Sustainability Initiative to bring environmental awareness into every critical aspect of our business – from project design and construction, to transit operations and everyday administrative functions. The agency also pledged to present the Board and public with an annual progress report on sustainability.

In early 2008, Sound Transit was named one of only six transit agencies in the nation, and the only one in the Northwest, to earn a prestigious international environmental certification.

That certification, called ISO 14001, validates and holds Sound Transit accountable for the way it manages its program for promoting environmental sustainability throughout the agency.

Some of Sound Transit's specific sustainability targets include:

- Reducing train engine idling
- Monitoring fuel use
- Buying "green" office and cleaning supplies
- Improving environmental restoration
- Minimizing pesticide use in projects
- Double-siding printing and copying
- Educating and engaging employees about sustainability.

Sound Transit is a leader in environmental awareness. Photos, opposite page: Overlake Transit Center near Bellevue; Clockwise from top left: The Sammamish Park-and-Ride lot includes a "rain garden" that captures storm water runoff and treats it through a natural filtration system; workers restore vegetation; landscaping is added to the Rainier Valley light rail line in south Seattle; an Earth Corps volunteer removes invasive ivy in the Kiwanis Ravine in Seattle as part of a Sounder mitigation project.

"I save a lot of money. I save time. I don't go to work and come home aggravated from sitting in traffic."
– Pat Langston, Everett, daily ST Express commuter to Canyon Park

2007 Milestones

Delivering on commitments

By building projects that make it easier for people to access the regional system, Sound Transit is making a difference in people's lives.

It may seem as ordinary as giving people a few minutes of time on their commutes to relax, read a book or enjoy their music. But that time is a precious resource that adds to the overall quality of life.

At the start of every year, we set out our milestones and announce our plans to achieve them.

These milestones highlight the agency's major goals for the year, serving as a road map for the public to track our progress and hold us accountable.

The milestones for 2007 were very challenging and we tackled more than ever before in our history. The agency reached 36 of 43 milestones, an 84 percent completion rate. The milestones not reached in 2007 were carried forward for completion in 2008.

Not all the accomplishments in 2007 were major headliners, yet every one was important to the overall plan of building and operating a regional system through three counties.

✔ indicates completed milestone

SOUND TRANSIT'S 2007 MILESTONES:

OPEN FOR SERVICE

- ✔ Tacoma Link stations closed-circuit television system installed
- ✔ Canyon Park Freeway Station opens
- ✔ Totem Lake Freeway Station opens
- Mercer Island Park-and-Ride lot opens
- ✔ New Sounder Tacoma-to-Seattle run begins
- ✔ Reverse Sounder commute starts between Seattle and Tacoma
- ✔ Downtown Seattle Transit Tunnel re-opens for bus service
- ✔ Third Sounder Everett-to-Seattle trip begins
- ✔ Sound Transit total ridership reaches 73 million

Canyon Park Freeway Station opening celebration.

UNDER CONSTRUCTION

- ✔ Link light rail Operations & Maintenance base opens
- ✔ Groundbreaking on I-90 Two-Way Transit and HOV lanes (westbound from Bellevue to Mercer Island)
- ✔ Lakewood Station groundbreaking
- ✔ Redmond Transit Center groundbreaking
- ✔ Final assembly of Link light rail vehicles begins in Puget Sound area
- ✔ Light rail testing begins on test tracks
- ✔ Resurfacing Pine Street in downtown Seattle completed
- ✔ Link light rail tunnel boring machine breaks through Beacon Hill East Portal
- ✔ Construction begins on Link light rail SeaTac/Airport Station
- ✔ Mukilteo Sounder station groundbreaking
- ✔ Excavation complete for Beacon Hill Station

  South Tacoma Sounder station groundbreaking

  Construction begins on track and signal improvements for Sounder Lakewood-to-Tacoma service
- ✔ Totem Lake Transit Center groundbreaking
- ✔ North Everett Transit Center groundbreaking
- ✔ Paving complete on Martin Luther King Jr. Way South

  Groundbreaking for Everett Station parking improvements and pedestrian bridge
- ✔ Link light rail's Tukwila International Blvd Station completed
- ✔ Downtown Seattle Transit Tunnel conversion to light rail/bus operations complete

  Link light rail tunnel boring machine breaks through second Beacon Hill East Portal
- ✔ Light rail stations, trackway and roadway complete on Martin Luther King Jr. Way South
- ✔ Tukwila 1.8-mile light rail guideway structure complete

  Airport Link light rail at-grade guideway complete
- ✔ Redmond Way transit improvements groundbreaking

IN PLANNING

- ✔ Smart Card beta test complete
- ✔ Board adopts draft Sound Transit 2 package for expansion of the regional transit system
- ✔ Agreement reached with University of Washington on University Link
- ✔ Board adopts final Sound Transit 2 package
- ✔ Expert Review Panel submits final review of Sound Transit 2 planning
- ✔ Puget Sound Regional Council certifies Sound Transit 2 package
- ✔ University Link light rail federal grant application submitted

  University Link light rail 60% design/baseline cost estimate/schedule completed
- ✔ Federal grant awarded for senior housing development at Federal Way Transit Center
- ✔ Public vote on Sound Transit 2 plan

Photos, opposite page: Eastgate HOV access ramp to I-90; Top left to right: Art installation at the Pine Street stub tunnel in downtown Seattle; paving on Martin Luther King Jr. Way South in south Seattle; Husky Stadium near the University of Washington.

Sound Transit projects completed since 1996

Accountability

Financial transparency and accountability in all we do

Once again in 2007, Sound Transit received unqualified financial and federal audit reports. Also in 2007, Sound Transit received a state performance audit of the agency's Link light rail program. The audit, which pointed out some areas needing improvement, recognized the strides Sound Transit has made. The audit said Sound Transit has "extensively improved its construction planning and management processes since 2002." Those audits, and other oversight, are part of the checks and balances that keep the agency transparent and accountable.

The system of checks and balances includes a financial framework that makes sure the Sound Transit construction program is completed on time and on budget. Budgets are prepared for each of Sound Transit's five subareas and performance is monitored against these budgets.

In 1997, Sound Transit established a 15-member Citizen Oversight Panel (COP) to oversee and independently monitor the agency. The COP conducts twice-monthly public meetings to review Sound Transit's performance. Twice a year, it reports its findings to the Sound Transit Board.

In addition to the COP, an Audit and Reporting Subcommittee meets quarterly to review agency financial performance, to work with independent auditors on required financial and federal audits and to receive the annual compliance audit report performed by the Washington State Auditor.

The federal government, an important funding partner with Sound Transit, provides substantial oversight. The Federal Transit Administration provides regular financial and project management oversight reviews. In addition, the Inspector General of the United States Department of Transportation examines all audits and reviews completed by other parties.

"Positive reports from federal oversight, state and financial compliance audits and a performance audit of Link testified to the soundness and strong management of the agency. These reviews demonstrate that despite numerous challenges that the agency faced, this is a mature, effective organization with an accumulation of knowledge and skills that greatly benefit our region."

— Citizen Oversight Panel 2007 Year-End Report

"We all live a fast-paced life. On the bus you have an opportunity to read, take a nap, do homework or whatever work you have to do."
– Esther Day, Tacoma, longtime ST Express bus and Sounder rider

Accountability is a major theme at Sound Transit.
Photos, top left to right: Everett Station; Downtown Seattle Transit Tunnel re-opening street fair.

Subarea Summary

The Sound Transit District is divided into five geographic areas—Snohomish County, North King County, South King County, East King County and Pierce County. The principle of subarea equity assures that Sound Transit taxes raised within an area are used for capital projects and operations that benefit that area.

REVENUES BY SUBAREA (Unaudited)

SUBAREA	2003	2004	2005	2006	2007
Snohomish County	$ 38,437	$ 42,320	$ 67,668	$ 47,802	$ 53,482
North King County	84,917	131,250	141,442	138,160	155,066
South King County	63,795	81,455	95,531	123,906	107,243
East King County	76,545	80,798	98,716	105,281	106,879
Pierce County	62,731	64,377	77,472	88,623	79,528
Regional Fund	13,400	9,408	15,949	31,368	21,671
Total	**$ 407,974**	**$ 339,825**	**$ 409,608**	**$ 496,778**	**$ 523,869**

($ in thousands)

OPERATING EXPENSES BY SUBAREA (Unaudited)

SUBAREA	2003	2004	2005	2006	2007
Snohomish	$ 7,517	$ 13,014	$ 17,844	$ 18,029	$ 18,551
North King County	2,466	985	256	256	430
South King County	16,062	17,797	25,053	28,472	30,887
East King County	25,930	29,552	34,719	39,195	41,984
Pierce County	27,370	31,100	36,511	36,846	40,932
Regional Fund	14,270	16,826	17,896	18,296	18,885
Total	**$ 93,615**	**$ 109,274**	**$ 132,278**	**$ 141,094**	**$ 151,669**

($ in thousands)

CAPITAL EXPENDITURES BY SUBAREA (Unaudited)

SUBAREA	2003	2004	2005	2006	2007
Snohomish	$ 109,418	$ 95,415	$ 11,110	$ 57,071	$ 75,330
North King County	81,688	184,214	290,520	283,959	325,509
South King County	68,172	86,684	153,135	204,027	211,242
East King County	38,692	63,071	43,789	69,032	56,344
Pierce County	57,256	39,742	49,334	22,265	29,828
Total	**$ 355,226**	**$ 469,126**	**$ 547,888**	**$ 636,354**	**$ 698,253**

($ in thousands)

Photos, top: Simulation of light rail service at Tukwila International Boulevard Station; "Rail" sign unveiling at the Link light rail Operations & Maintenance Facility in Seattle.

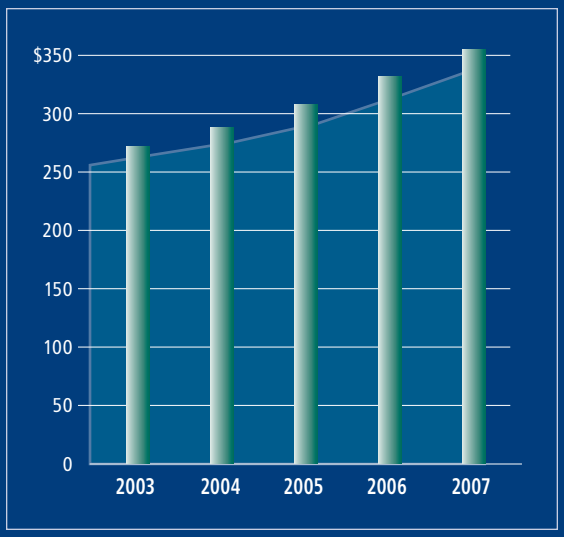
Financial and Operating Highlights

The year 2007 was one of Sound Transit's strongest and most successful years ever. Three projects were completed and 13 were under construction. Highlights of the year included opening the Link light rail Operations & Maintenance Facility and re-opening the Downtown Seattle Transit Tunnel to buses, as the agency readied itself for the startup of light rail service in 2009. Ridership grew 12 percent as more riders were attracted to ST Express buses and Sounder trains, together with additional round-trip Sounder service from Everett to Seattle and Tacoma to Seattle, including the first "reverse commute."

In 2007:

- Ridership increased by 12 percent reaching 13,765 million riders, with Sounder ridership increasing by 27 percent.
- Tax revenues grew to $355.1 million, an increase of more than 5 percent for the third year in a row and providing a stable revenue base for the region's capital and operations program.
- Annual capital spending grew by 10 percent to $698.3 million as construction activity progressed on Link light rail.

TAX REVENUE COLLECTION HISTORY
(Unaudited)

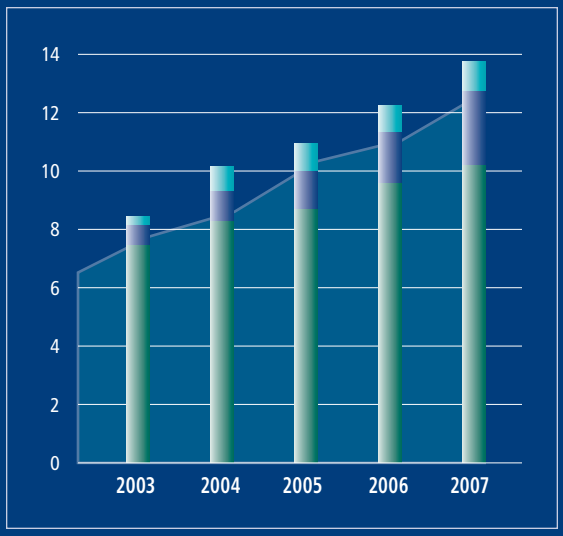


Key

Actual
Annual Adopted Budget

$ in millions

RIDERSHIP
(Numer of boardings/Unaudited)



Transit Modes

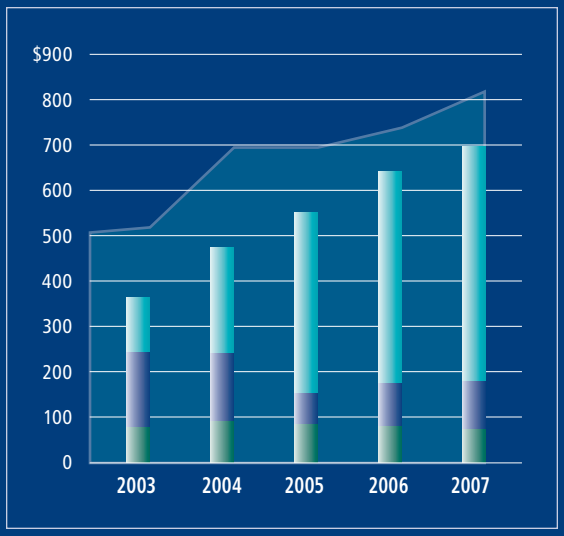
Link light rail
Sounder commuter rail
ST Express regional bus

Annual Adopted Budget [1]

In millions

1. Prior to 2006 published source was the annual Sounder Business Plan and the prior year Service Implementation Plan (SIP) for ST Express.

CAPITAL EXPENDITURES BY LINE OF BUSINESS
(Unaudited)



Transit Modes

Link light rail
Sounder commuter rail
ST Express regional bus

Annual Adopted Budget [1]

$ in millions

1. Excludes ongoing capital expenditures related to Transportation Services, Transit Vision, Administrative Capital and Transit-oriented Development.

Financial Section

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STATEMENT OF MANAGEMENT'S RESPONSIBILITY

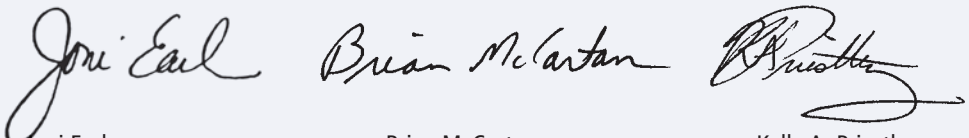
The financial statements of the Central Puget Sound Regional Transit Authority (Sound Transit) have been prepared from the Agency's accounting system in accordance with generally accepted accounting principles. The integrity and objectivity of information in Sound Transit's financial statements, including estimates and judgments, are the responsibility of management.

Sound Transit maintains a system of internal accounting controls designed to provide reasonable assurance as to the integrity and reliability of financial reporting, the safeguarding of assets and the prevention and detection of material errors or fraudulent financial reporting. Monitoring of such systems includes management's responsibility to objectively assess the effectiveness of internal accounting controls and recommend improvements therein.

Limitations exist in any system of internal accounting controls in which the cost of the system being implemented should not exceed the benefits derived. Sound Transit believes that the organization's system does provide reasonable assurance that transactions are executed in accordance with management's general or specific authorizations and is adequate to accomplish the stated objectives.

The independent auditors, whose report is included herein, were engaged to express an opinion on our 2007 financial statements. Their opinion is based on procedures performed in accordance with generally accepted auditing standards, including examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation.

In an attempt to assure objectivity, the financial information contained in this report is subject to review by the Board of Directors.



Joni Earl
Chief Executive Officer

Brian McCartan
Chief Financial Officer

Kelly A. Priestley
Controller

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MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

Management's Discussion and Analysis ("MD&A") presents a narrative overview and analysis of the financial activities of the Agency for the years ended December 31, 2007 and 2006. The MD&A is designed to assist readers of financial statements in focusing on significant financial activities and issues and to identify any significant changes. As this information is presented in summary form, it should be read in conjunction with the financial statements and footnotes as a whole.

Central Puget Sound Regional Transit Authority, a public corporation acting under the service name of Sound Transit, is a regional transit authority implementing and providing a high-capacity transportation system throughout parts of King, Pierce and Snohomish counties through commuter rail ("Sounder"), light rail ("Link") and a regional express bus system ("ST Express"). The implementation of the initial phase of the voter-approved regional transportation system ("*Sound Move*") is scheduled for a 20-year period, ending in 2016. In anticipation of a full funding grant agreement for University Link, this represents an extension of the Ten-Year Regional Transit System Plan previously scheduled to complete in 2009. The agency's activities to date have been concentrated on implementing service in all three-transit modes and on the design, environmental review and construction of its capital projects.

Sound Transit's financial statements have reflected a growth in operating revenues and expenses each year, as well as growth in capital projects in progress and property, vehicles and equipment. As the Agency has not reached its full service levels and is in the construction phase on its light rail project, major sources of revenue exceed expenses resulting in a rising net asset position.

FINANCIAL HIGHLIGHTS

- Total operating revenues were $26.2 million for 2007, an increase of 22.3% from the prior year. Passenger fares increased by $3.9 million from the prior year as a result of providing additional round-trip Sounder service and large ridership gains on Sounder and ST Express.
- Loss from operations was $125.4 million for 2007, an increase of 4.8% from the prior year. Operations and maintenance expenses increased by 11.2% reflecting the increased service levels, as well as unit cost increases in the price of fuel and labor and higher maintenance costs. General and administrative expenses, after allocations to capital projects and operations and maintenance, decreased by 7.6%. The prior year included a write-off of general and administrative costs of $2.4 million.
- Non-operating revenues net of expenses were $352.6 million, and were comparable to the prior year. Tax revenues increased by 7.1% as the regional economy continued to perform strongly in 2007. However, interest revenues decreased and non-operating expenses increased as the agency incurred start-up costs in preparation for Link light rail service in 2009; increased legal costs related to construction claims; and costs incurred for east Link corridor planning.
- Federal, state and local contributions to Sound Transit of $117.4 million decreased by 18.8 % from the prior year while completed projects transferred to other governments of $115.6 million increased by $42.8 million or 58.8 %. These changes reflect lower grant and local funds received in the current year for Sounder and Sound Transit Express projects, as these programs approach completion, and the completion of the Totem Lake Freeway Station/NE 128th Project ($67.9 million).
- Total net assets at December 31, 2007, were $2.9 billion, an increase of $229.0 million or 8.6% from 2006. This change was down from 2006, during which net assets increased by $302.6 million or 12.9%, reflecting the increase in completed projects transferred to other governments.
- Total capital assets, net of accumulated depreciation, were $3.5 billion at December 31, 2007, an increase of $583.6 million or 20.3% from 2006. The increase in total capital assets reflects continued progress on the Link light rail project, land acquisitions for light rail extension to the University of Washington, acquisition of the 4th and final easement for Sounder Service in the north corridor and Sounder track and facilities improvements. In 2007, $183.6 million in expenditures related to rail access rights and completed projects was transferred to depreciable assets.

OVERVIEW OF THE FINANCIAL STATEMENTS

Sound Transit's financial statements are prepared in conformity with United States generally accepted accounting principles ("GAAP") as applied to government units. The 2007 and 2006 financial statements are presented using the economic resource measurement focus and accrual basis of accounting. As Sound Transit comprises a single proprietary fund, no fund level financial statements are shown.

In accordance with GAAP, all revenues are recognized in the period in which they are earned and expenses are recognized in the period in which they are incurred. All assets and liabilities associated with the operation of Sound Transit are included in the

Balance Sheets, and depreciation of capital assets is recognized in the Statements of Revenues, Expenses and Changes in Net Assets.

The financial statements provide both long-term and short-term information about Sound Transit's overall financial status as well as Sound Transit's net assets, segregated by invested in capital assets (net of related debt), restricted and unrestricted. Net assets are the difference between Sound Transit's assets and liabilities and over time may serve as a useful indicator of Sound Transit's financial position. The financial statements also include notes that provide additional information that is essential to a full understanding of the information provided.

FINANCIAL ANALYSIS

Net Assets

Sound Transit's total net assets at December 31, 2007, were $2.9 billion, an increase of $229.0 million or 8.6% from 2006 (see Table A-1). Total assets increased $707.7 million or 19.3% and total liabilities increased by $478.7 million or 46.9%. Assets and liabilities increased as bonds were issued in December 2007 with the balance of the increase in total assets substantially attributable to capital-spending activity. This compares to total net assets of $2.6 billion at December 31, 2006.

Table A-1
Sound Transit Net Assets

	As of December 31, 2007			% Change	
(in millions)	2007	2006	2005	2007-2006	2006-2005
Current assets, excluding restricted assets	$ 730.3	$ 587.1	$ 679.5	24.4	(13.6)
Restricted assets	120.2	142.1	335.3	(15.4)	(57.6)
Capital assets	3,454.0	2,870.4	2,277.5	20.3	26.0
Other non-current assets	70.7	67.9	74.9	4.1	(9.3)
Total Assets	4,375.2	3,667.5	3,367.2	19.3	8.9
Current liabilities, excluding interest payable from restricted assets	190.6	162.9	155.0	17.0	5.1
Interest payable from restricted assets	11.2	10.5	10.6	7.0	(0.7)
Long-term debt	1,226.3	779.8	791.2	57.3	(1.4)
Other long-term liabilties	70.8	67.0	65.7	5.5	2.0
Total Liabilities	1,498.9	1,020.2	1,022.5	46.9	(0.2)
Net Assets					
Invested in capital assets, net of related debt	2,216.8	2,085.8	1,674.9	6.3	24.5
Restricted net assets	109.0	131.6	131.8	(17.2)	(0.2)
Unrestricted net assets	550.5	429.9	538.0	28.1	(20.1)
Total Net Assets	**$ 2,876.3**	**$ 2,647.3**	**$ 2,344.7**	**8.6**	**12.9**

Current assets, excluding restricted assets, increased in 2007 by 24.4% from 2006. This increase was due to higher cash and cash equivalent balances on hand with the receipt of bond proceeds in December 2007, which were considered fully spent upon issuance. Current assets, excluding restricted assets, decreased in 2006 by 13.6%, with a decrease in investments of $256.9 million as the agency funded its construction activity as well as lower receivables of $17.1 million.

Restricted assets decreased in 2007 by 15.4% from 2006, as payments were made out of funds restricted for BNSF for improvements required in the Seattle-to-Tacoma Sounder corridor. In 2006, restricted assets decreased by 57.6% as funds related to the 2005 bond issuance were expended, as well as payments to BNSF pursuant to contractual agreement.

Capital assets increased in 2007 by 20.3% from 2006. Of that, construction in progress increased by $435.0 million, primarily on the Link light rail projects, the first segments of which are scheduled to go into service in July 2009. In 2007, Sound Transit capitalized $737.6 million ($707.2 million in 2006) in design, construction, acquisition, interest and

general and administrative costs allocated to capital projects in progress. The Central Link and Airport Link light rail projects are in full construction, representing $552.4 million of amounts capitalized in 2007 or 74.9% of total capital spending ($530.7 million in 2006 or 75.0%). The Sounder and ST Express programs are approaching completion of several major program elements. Other additions to capital assets include land, primarily for the University Link segment, and the acquisition of the fourth and final permanent easement for Sounder service in the north corridor.

Transfers out of capital projects in progress were $302.6 million ($235.9 million in 2006) as projects were completed and transferred to property, vehicles and equipment or expensed as follows:

(in millions)	2007	2006
Transferred to property, vehicles and equipment	$ 183.6	$ 154.8
Expensed to contributions to other governments	114.4	72.8
Link start-up expenditures	4.0	–
Write-off of overhead, discontinued and impaired project costs and loss on disposal of assets	0.6	8.3
	$ 302.6	**$ 235.9**

In 2007, write-offs included $211 thousand related to the Meadowdale dock mitigation project in Shoreline that was not pursued, and $349 thousand in overhead costs were written off. In 2006 structural cracking related to a design error was identified on the Totem Lake Freeway Station project and $5.9 million in costs were considered impaired and were written off. Also written off in 2006 was $2.4 million in overhead, including $1.4 million related to the Tukwila Sounder station, as full build out of the permanent station was postponed to the second phase of *Sound Move.*

Direct additions to property, vehicles or equipment in 2007 were $4.7 million, which included the acquisition of seven new 45' diesel buses to be operated by Pierce Transit. In 2006 direct additions were $2.2 million and included $1.3 million in transit facilities and equipment, $0.2 million in administrative fleet vehicles, and $0.7 million in furniture and office equipment.

Offsetting the increase in capital spending were disposals and transfers of $4.6 million, which included land held for resale of $3.9 million and $263 thousand related to the replacement of the back office system for the ticket vending machines and accumulated depreciation, which increased in 2007 by $35.1 million. In 2006 disposal and transfers were $2.2 million, primarily related to land from the Federal Way Transit Center project moved to held for resale or capitalized to the project and accumulated depreciation increased by $33.4 million.

Current liabilities, in 2007, excluding interest payable from restricted assets, increased by 17.0% as higher amounts were payable at year-end for the Beacon Hill tunnel and Link vehicle contracts, the construction claim provision was increased and the current portion of long-term debt increased as amounts for principal due in 2008 for the 2007A Bonds. Current liabilities in 2006 increased by 5.1%, reflecting a significant increase in other liabilities related to increased construction claims, which more than offset decreased accounts payable as several Link construction contracts approached completion.

Long-term debt increased by 57.3% with the issuance of the 2007A Bonds for $450 million, less principal payments for principal due on the 1999 Bonds and the final $6 million promissory note to BNSF. In 2006, long-term debt decreased by 1.4% reflecting principal payments on the 1999 Bonds and a $6.0 million promissory note payment to BNSF.

The following table presents the net asset components and their relative percentage to total net assets:

Net Assets

	As of December 31,			% Total Net Assets		
(in millions)	2007	2006	2005	2007	2006	2005
Invested in capital assets, net of related debt	$ 2,216.8	$ 2,085.8	$ 1,674.9	77.1	78.8	71.4
Restricted net assets	109.0	131.6	131.8	3.8	5.0	5.6
Unrestricted net assets	550.5	429.9	538.0	19.1	16.2	23.0
Total Net Assets	**$ 2,876.3**	**$ 2,647.3**	**$ 2,344.7**	**100.0**	**100.0**	**100.0**

For years 2005 through 2007, the components of Sound Transit's net assets, which represent the cumulative effect of the excess of revenues over expenses, together with the impact of the agency's financing and asset management decisions, remain comparable. Invested in capital assets reflects investment in property, construction in progress and depreciable net assets used in its operations, while restricted net assets are assets restricted for use by the agency for a specific purpose and unrestricted net assets are the remainder of net assets not invested in capital nor restricted for a specific purpose.

CHANGES IN NET ASSETS

Changes in net assets reflect the excess of revenue over expenditures for a year. In 2007, the excess of revenues over expenses was $229.0 million, while in 2006 it was $302.6 million (see Table A-2). The lower net revenues in 2007 from the prior year primarily relates to lower capital contributions as the agency transferred several completed projects to other local governments or the State. In 2006, higher non-operating revenues and expenses contributed to net revenues exceeding 2005.

The agencies statement of revenue, expenses and changes in net assets is summarized in the table below:

Table A-2
Changes in Sound Transit Net Assets

(in millions)	For the Year Ended December 31, 2007	2006	2005	% Change 2007-2006	2006-2005
Operating Revenues					
Passenger fares	$ 22.0	$ 18.1	$ 16.5	22.0	9.5
Other	4.2	3.4	3.4	23.4	1.6
Total Operating Revenues	26.2	21.5	19.9	22.3	8.2
Operating Expenses					
Total operating expenses, before depreciation and loss on disposal of assets	116.2	107.6	97.8	8.0	10.0
Depreciation and loss on disposal of assets	35.4	33.5	34.5	6.0	(2.9)
Total Operating Expenses	151.6	141.1	132.3	7.5	6.7
Loss from Operations	**(125.4)**	**(119.6)**	**(112.4)**	**4.8**	**6.4**
Non-operating revenues, net of expenses	352.6	350.4	311.7	0.6	12.4
Income before Capital Contributions	**227.2**	**230.8**	**199.3**	**(1.5)**	**15.8**
Capital contributions	1.8	71.8	86.6	(97.5)	(17.1)
Change in Net Assets, before Cumulative Effect Adjustment	**229.0**	**302.6**	**285.9**	**(24.3)**	**5.8**
Cumulative effect adjustment	–	–	(0.2)	–	–
Change in Net Assets	**229.0**	**302.6**	**285.7**	**(24.3)**	**5.9**
Total net assets, beginning	2,647.3	2,344.7	2,059.0	12.9	13.9
Total Net Assets, Ending	**$ 2,876.3**	**$ 2,647.3**	**$ 2,344.7**	**8.7**	**12.9**

OPERATING REVENUES

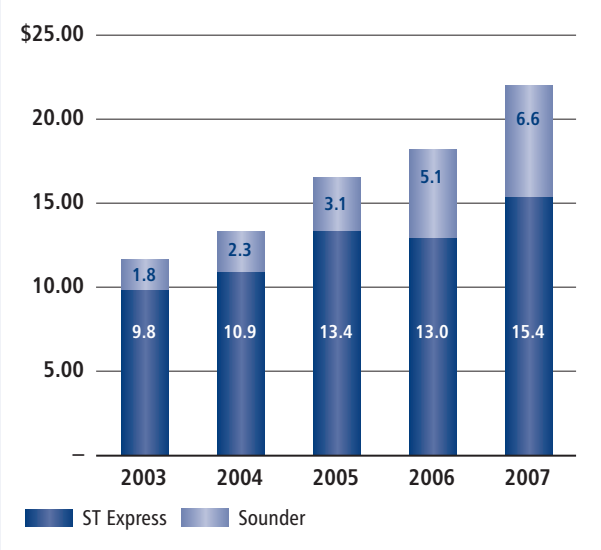
Operating revenues are composed of passenger fares and other revenue related to operations.

PASSENGER FARE REVENUE

Passenger fare revenue consists of fares earned from the sale of Puget Passes, Sounder tickets and bus farebox receipts from riders on Sounder and ST Express during the year. The agency experienced overall growth in passenger fares revenue of 22.0%, passenger boardings of 12.3% and its average fare per boarding (AFB) of 8.0%.

The following chart displays revenue by mode from 2003 to 2007:

Operating Revenue by Mode
(in millions)



Sounder rail passenger revenue increased $1.5 million or 29.6% in 2007, compared to $2.0 million or 67.3% in 2006 as the service experiences growing ridership in both years and a higher earned average fare per boarding in 2006. The ridership increase in 2007 and 2006 reflects both higher per train ridership and additional round-trip service, the effect of which was an increase in boardings of 27.4% in 2007 and 33.5% in 2006. The two-week I-5 freeway closure in August contributed to a large influx of new riders during that period, which continued after the closure. On the South line, round-trip service was added between Auburn-to-Seattle for the month of August 2007 and between Tacoma-to-Seattle in September 2007 and 2005, as well as a reverse commute September 2007. On the North line, round trip service was added between Everett-to-Seattle in September 2007 and June 2005.

The average fare per boarding on Sounder in 2007 at $3.07, increased by $0.05, and also increased significantly in 2006. In June 2007, the agency restructured its fare system to distance based fares together with a fare increase. The 2006 increase related to a change in the methodology for allocation between Sounder and ST Express.

ST Express bus passenger revenue increased by $2.4 million or 19.0% in 2007, as compared to a decrease in 2006 of $0.4 million or 3.6%. The increase in 2007 was driven primarily by growing ridership as well as a higher earned average fare per boarding. Ridership on ST Express throughout the system was favorably impacted in both 2007 and 2006, increasing by 1.0 million boardings or 10.5 % in 2007 and 862 thousand boardings or 9.8% in 2006. The rising cost of fuel and increased congestion in the region, has made public transportation a more attractive alternative. In addition, service route enhancements were implemented on the Issaquah-Seattle and Lakewood-Seattle routes in 2007 and in 2006 a new route was implemented between Federal Way and Seattle. In 2007 and 2006 service hours increased by approximately 4.5 and 3.0%, respectively.

The average fare per boarding on ST Express in 2007 at $1.44, increased by of $0.10 or 7.8%, however had decreased in 2006 due to the change in allocation methodology between ST Express and Sounder. The last fare increase for ST Express was in 2005 when fare prices were increased by $0.25, effective in June of that year.

Ridership on Tacoma Link, a free fare service, showed moderate increases in 2007 from prior 2006 and 2005, which were comparable.

Ridership numbers by year and mode of transportation are as follows:

Ridership

(in thousands)	2007	2006	2005	% Increase 2007-2006	% Increase 2006-2005
Sounder	2,156.7	1,693.0	1,268.0	27.4	33.5
Link	919.0	885.6	884.9	3.8	0.1
ST Express	10,689.0	9,677.6	8,815.8	10.5	9.8
Total	**13,764.7**	**12,256.2**	**10,968.7**	**12.3**	**11.7**

Other Operating Revenues

Other operating revenues consist of vehicle advertising, rental of equipment and facilities and other miscellaneous revenue. Other revenues of $4.2 million, increased by 23.4% in 2007, while in 2006 were comparable to the prior year. This increase was primarily in advertising and reflected a successful advertising program initiative.

OPERATING EXPENSES

Operating expenses are comprised of operations and maintenance costs, general and administrative expenses and depreciation.

Operations and Maintenance

Operations and maintenance expenses for all transit modes, increased in 2007 by $10.0 million or 11.2% and by $8.0 million or 9.9% in 2006. Major expense categories are services, materials, supplies, utilities, insurance, taxes, and purchased transportation, allocated overhead from staff divisions and operating leases and rentals. Purchased transportation represents amounts paid to BNSF, Community Transit, King County Department of Transportation and Pierce Transit who operate Sound Transit's commuter rail and express bus service, accounting for 70% of this category. Services are the next largest expenditure in this category and include the Sounder vehicle maintenance contracted to Amtrak and various contracts for facilities maintenance at Sound Transit-owned facilities.

Operations and maintenance costs by mode are as follows:

Operations and Maintenance

(in millions)	2007	2006	2005	% Increase 2007-2006	% Increase 2006-2005
Sounder	$ 24.8	$ 22.7	$ 21.1	9.5	7.8
Link	3.2	2.9	2.8	8.6	3.4
ST Express	71.1	63.5	57.2	11.9	11.0
Total	**$ 99.1**	**$ 89.1**	**$ 81.1**	**11.2**	**9.9**

The operating and maintenance cost increase on Sounder was 9.5% in 2007 and 7.8% in 2006 and on ST Express was 11.9% in 2007 and 11.0% in 2006. These increases reflect the service increases and corridor improvements previously described which on Sounder equated to a 14.6% increase in trips in 2007 and a 15.2% increase in 2006 and on ST Express a 4.5% increase in hours in 2007 and a 3.1% increase in 2006. Rising fuel costs also contributed to increased costs in both years, as well as higher maintenance costs on ST Express as the fleet ages.

General and Administrative

General and administrative expenses are comprised of Agency staff and administrative costs not allocated to operations and maintenance or to capital projects. Major expense categories include wages, benefits, services, materials, supplies, utilities, insurance, taxes, miscellaneous, lease and rental expenses. In 2007, net general and administrative expenses decreased by $1.4 million or 7.6%, while in 2006, they increased by $1.8 million or 10.7%.

Before allocation to capital projects and operations, total agency staff and administrative costs increased by $2.6 million or 5.7%, primarily in the salary benefits, services, materials and supplies. Costs increased in the salary and benefit, services and material and supplies categories. Total general and administrative expenses in 2006 were comparable.

General and administrative costs allocated to capital projects and transit operations include staff-related costs of those divisions and an allocation of agency overhead. Total general and administrative costs allocated to capital projects and transportation services of $31.9 million increased in 2007 by $2.0 million, mostly to the light rail project, which was in its peak construction period, as well as to transportation services reflecting increased operations service. Total general and administrative costs allocated to capital projects in 2006 were comparable to 2005; however, in 2006 more costs were allocated to transportation services as service increased.

General and Administrative

(in millions)	2007	2006	2005	% Increase 2007-2006	% Increase 2006-2005
Total general and administrative cost before allocations	$ 48.6	$ 46.0	$ 46.2	5.7	(0.5)
Allocations to operations	(6.9)	(6.5)	(5.9)	5.8	10.5
Allocations to capital projects	(25.0)	(23.4)	(24.2)	7.0	(3.3)
Project overhead written off	0.4	2.4	0.6	(81.6)	296.0
Net General and Administrative	**$ 17.1**	**$ 18.5**	**$ 16.7**	**(7.6)**	**10.7**

As projects approach completion, allocated overhead costs are reviewed, and any excess costs or costs with no continuing value are written off. Costs written off in 2006 were higher than in 2007 and 2005 as 2006 included $2.4 million related to the postponement of construction of the Tukwila Sounder Station.

Depreciation

Depreciation expense increased in 2007 by $1.9 million or 6.0% from the prior year, but decreased in 2006 by $1.0 million. The increase in 2007 reflects continued capitalization of the track and facility improvements in the South corridor for Sounder, as well as the capitalization of the Link light rail Operations & Maintenance Facility, which is now in use in preparation for start-up. The reduction in 2006 reflected certain assets that are continuing to be left in service for a few additional years.

Non-Operating Revenues (Expenses)

Non-operating revenues (expenses) are substantially comprised of tax revenues, investment income and certain expenses not related to operation of the agency's three modes of operations. Net non-operating revenues were comparable in 2007 to the prior year, however increased in 2006 by $38.7 million or 12.4%.

The most significant impact on non-operating revenues has been stronger tax revenues, that improved by $23.4 million in 2007 and $23.5 million in 2006. This performance reflects the continued strengthening of the regional economy from prior years. Investment earnings, however decreased by $12.3 million as during the year the agency utilized its cash and investment balances for its construction program. In 2006, investment earnings were $11.2 million higher than in 2005 as interest rates improved from the prior year and higher cash and investment balances were on hand.

Other non-operating expenses include light rail operation start-up costs, east corridor planning, supplemental mitigation in the Rainier Valley, costs not eligible to be capitalized, interest expense and discontinued and impaired project costs. In 2007, the agency moved into preparations for start-up of light rail, as well as increased east corridor planning, supplemental mitigation and costs related to construction claim support. In 2006, there were fewer Phase II planning costs than anticipated due to the delay in the ballot measure for ST2, which was postponed to 2007.

Non-operating Revenues and Expenses

(in millions)	2007	2006	2005	% Increase 2007-2006	% Increase 2006-2005
Non-operating Revenues					
Sales tax	$ 280.3	$ 259.2	$ 239.8	8.1	8.1
Motor vehicle excise tax	72.4	70.2	66.3	3.1	5.9
Rental car tax	2.5	2.4	2.2	4.3	8.1
Investment income	25.0	37.3	26.1	(33.1)	42.9
Other revenues	0.1	(0.0)	0.0	–	–
Total non-operating Revenues	$380.3	$369.1	$334.4	3.0	10.4
Non-operating Expenses					
Non-operating expense	27.3	12.4	15.8	120.3	(21.7)
Interest expense	0.2	0.4	0.2	(48.7)	186.5
Discontinued/impaired projects	0.2	5.9	6.3	(96.5)	(6.1)
Loss on disposal of assets	–	–	0.4	–	(100.0)
Total Non-operating Expenses	27.7	18.7	22.7	47.6	(17.5)
Non-operating Revenues and Expenses	**$ 352.6**	**$ 350.4**	**$ 311.7**	**0.6**	**12.4**

Capital Contributions

Net capital contributions decreased in 2007 by $70.0 million, reflecting the significant increase in contributions to other governments with the completion of several large non-ST owned projects. In 2006, net capital contributions decreased by $14.8 million. Capital contributions include federal grant funding, state and local contributions to Sound Transit, as well as contributions from Sound Transit to state and local governments pursuant to capital improvement or funding agreements. The following table summarizes capital contributions by major category:

Capital Contributions

(in millions)	2007	2006	2005	% Increase 2007-2006	% Increase 2006-2005
Federal	$ 112.7	$ 130.5	$ 135.4	(13.6)	(3.6)
State and local governments	4.7	14.1	7.1	(66.8)	98.5
To other goverments	(115.6)	(72.8)	(55.9)	58.8	30.2
Total	**$ 1.8**	**$ 71.8**	**$ 86.6**	**(97.5)**	**(17.1)**

Federal contributions decreased in 2007 by $17.8 million and by $4.9 million in 2006. Grant funding reimbursements for the Central Link project were slightly up in 2007, however are down for the ST Express and Sounder projects, the programs of which are approaching completion for Phase 1. Grant funding reimbursements were also up in 2006 for the Central Link project and ST Express projects, but were down for Sounder projects as 2005 included the receipt of $24.4 million for the Everett-to-Seattle Corridor projects.

State and local government contributions decreased in 2007 by $9.4 million, as 2006 contributions included $8.8 million from the Port of Tacoma and the City of Tacoma related to the D Street to M Street project, $1.0 from the City of Issaquah for the Issaquah Transit Center project and $3.2 million in State Land Bank contributions.

As Sound Transit approaches the end of its Phase 1 projects for its ST Express projects, the value of contributions to other governments has been increasing. In 2007, Sound Transit completed the Totem Lake Freeway Station/NE 128th project of which $67.9 million is included above. Other significant projects included the completion of the Reservation-Freighthouse Square mitigation, Redmond Transit Center/NE 83rd and the SR 522 HOV Enhancements at Kenmore and Bothell. In 2006, project funding provided or projects completed for other governments included: Federal Way HOV Access/317th; Eastgate Transit Access/142; and Sammamish Park and Ride/228th SE. As contributions are dependent upon the timing and scope of project activities there may be significant fluctuations from year to year.

CAPITAL ASSETS

As of December 31, 2007, Sound Transit had invested $3.5 billion in capital assets, net of accumulated depreciation, which included $762.9 million of depreciable assets in service. This represents a $583.6 million or 20.3% increase over 2006.

Table A-3
Sound Transit Capital Assets (net of depreciation)

(in millions)	As of December 31, 2007	2006	2005	% Change 2007-2006	2006-2005
Land	$ 326.6	$ 290.9	$ 269.1	12.3	8.1
Permanent easements	267.2	216.7	161.0	23.3	34.6
Capital projects in progress					
Sound Transit	2,043.2	1,558.5	1,071.1	31.1	45.5
Other governments	54.1	103.8	119.9	(47.9)	(13.4)
Total Non-Depreciable Assets	2,691.1	2,169.9	1,621.1	24.0	33.9
Buildings, transit facilities & rail	290.1	236.2	206.9	22.8	14.1
Rail access rights	305.1	288.9	262.6	5.6	10.0
Revenue vehicles	164.5	172.1	182.8	(4.4)	(5.9)
Equipment, vehicles & other	3.2	3.3	4.1	(2.6)	(19.6)
Total Depreciable Assets	762.9	700.5	656.4	8.9	6.7
Total Net Capital Assets	**$ 3,454.0**	**$ 2,870.4**	**$ 2,277.5**	**20.3**	**26.0**

Land increased by $35.7 million in 2007, primarily related to acquisition for the University Link extension. In 2006, land increased by $21.8 million which included transfers or purchases of $17.8 million for Sounder stations and $6.1 million in properties along the Central Link segment. The significant additions for Sounder include a transfer from capital projects in progress of the balance of the cost of the Nisqually to Lakewood South Line and land for the South Tacoma Station.

Permanent easements increased in 2007 by $50.5 million and by $55.7 million in 2006 with the acquisition of the third and fourth easements from BNSF in the Everett-to-Seattle corridor for $50.0 million in 2006 and 2007 respectively. In addition in 2006 a permanent easement was acquired from the Port of Seattle for the Airport Link project for $5.7 million.

Activity on capital projects in progress is summarized in the following table:

Table A-4
Major capital project activities from 2007 and 2006

	Sounder	Link	ST Express
2007	■ Track and signal projects on Everett-to-Seattle; Seattle-to-Auburn; and Auburn-to-Tacoma ■ Lakewood Station	■ Central line (CPS to 154th; Downtown & Beacon Hill tunnels; Martin Luther King Way) ■ Tukwila alignment ■ Airport Link (154th to 160th; and 160th to 170th) ■ North Link (Pine Street Stub Tunnel to UW Station) ■ Beacon Hill Station ■ Traction power system ■ Operations & Maintenance Facility ■ Light rail vehicles	■ Issaquah Transit Center ■ South Everett Freeway Station ■ Totem Lake Freeway Station/ NE 128th
2006	■ Track and signal projects on Everett-to-Seattle; Seattle-to-Auburn; Auburn-to-Tacoma; and D Street to M Street	■ Central line (CPS to 154th; Downtown & Beacon Hill tunnels; Martin Luther King Way) ■ Tukwila alignment ■ Airport Link (154th to 160th; and 160th to 170th) ■ North Link (UW to Brooklyn) ■ Beacon Hill & McClellan stations ■ E3 Busway ■ Traction power system ■ Operations & Maintenance Facility ■ Light rail vehicles	■ Totem Lake Freeway Station/ NE 128th ■ Eastgate Transit Access ■ Issaquah Transit Center ■ Mercer Island Park-and-Ride

Buildings, transit facilities, and rail, net of depreciation, increased in 2007 by $53.9 million, primarily related to the capitalization of the Link Operations and Maintenance Facility. In 2006 they increased by $29.3 million with the capitalization of the Federal Way Transit Center and the Sammamish Park-and-Ride.

Rail access rights, net of depreciation, increased by $16.2 million in 2007 and by $26.3 million in 2006. Rail access costs reflect the cost of acquiring rights from BNSF for the Tacoma-to-Seattle and Everett-to-Seattle segments. In the Tacoma-to-Seattle corridor, these rights are acquired in an amount equal to the funding of necessary track and signal improvements on the line. As the agency is utilizing the rail, these costs are capitalized as charges are incurred.

Revenue vehicles, net of depreciation, and equipment, vehicles and other decreased in 2007 and 2006 as depreciation charges were in excess of additions.

More detailed information about Sound Transit's capital assets is presented in Note 5 to the Financial Statements.

LONG-TERM DEBT

In December 2007, the agency issued sales tax bonds with a par value of $450.0 million at a premium of $17.0 million for net proceeds before bond issue costs of $467.0 million. Total bond issue costs were $3.1 million.

Under state law, issuance of bonds payable from any type of taxes is subject to statutory debt limitations. Sound Transit is currently authorized to incur debt in an amount equal to 1-1/2 percent of the value of taxable property within the service area, without securing voter approval for bonds. With the approval of 60 percent of the region's voters, Sound Transit may incur aggregate indebtedness of up to 5 percent of the value of taxable property within the service area. Based on the 2006 assessed valuations for collection of 2007 taxes, Sound Transit's non-voter approved remaining debt capacity is $3.7 billion and its voter approved remaining debt capacity is $15.0 billion.

ECONOMIC CONDITIONS

Sound Transit continues to experience increases in prices of construction commodities and labor. The average construction cost inflation from 2006 to 2007 was about 7.5% – the same average annual growth rate since 2003. Although the Agency expects to see continuing pressure on construction prices, the impact should diminish in the future as worldwide supply and demand come into closer balance.

Tax-based revenues have held up well with 2007 receipts increasing 7.1% over 2006. There is evidence of some slowing of economic growth in the Puget Sound Region. However, economic activity remains fairly stable and it appears that the region will not be impacted by a recession.

KPMG LLP

KPMG LLP
Suite 900
801 Second Avenue
Seattle, WA 98104

Independent Auditors' Report

Audit and Reporting Subcommittee of the Board of Directors
Central Puget Sound Regional Transit Authority:

We have audited the accompanying basic financial statements of Central Puget Sound Regional Transit Authority (a public corporation acting under the service name of Sound Transit) as of and for the years ended December 31, 2007 and 2006, as listed in the table of contents. These financial statements are the responsibility of Sound Transit's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Sound Transit's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sound Transit as of December 31, 2007 and 2006 and its changes in financial position and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

The Management's Discussion and Analysis on pages 1 through 14 is not a required part of the financial statements, but supplementary information required by U.S. generally accepted accounting principles. We have applied certain limited procedures, which consisted principally of inquires of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit this information and express no opinion on it.

KPMG LLP

June 19, 2008

KPMG LLP, a U.S. limited liability partnership, is the U.S. member firm of KPMG International, a Swiss cooperative.

Balance Sheets

(in thousands)	December 31 2007	December 31 2006
Assets		
Current Assets		
Cash and cash equivalents *(Note 3)*	$ 600,319	$ 215,768
Restricted assets *(Note 3)*	6,651	7,919
Investments *(Note 3)*	23,165	280,095
Taxes and other receivables *(Notes 4)*	96,310	79,231
Other	10,478	12,055
Total Current Assets	736,923	595,068
Non-Current Assets		
Capital assets, net of accumulated depreciation *(Note 5)*	3,453,991	2,870,397
Restricted assets *(Note 3)*	113,540	134,190
Investment held to pay capital lease obligation *(Note 6)*	60,770	59,925
Unamortized bond issuance costs	8,677	6,015
Prepaid expense, deposits and other receivables	1,228	1,946
Total Non-Current Assets	3,638,206	3,072,473
Total Assets	**$ 4,375,129**	**$ 3,667,541**
Liabilities and Equity		
Current Liabilities		
Accounts payable and accrued liabilities *(Note 7)*	$ 116,436	$ 100,544
Deferred receipts	1,618	3,594
Interest payable from restricted assets	11,245	10,511
Current portion, long-term debt *(Note 8)*	19,175	10,246
Current portion, capital lease obligation *(Note 6)*	228	191
Other claims and environmental obligations	53,125	48,310
Total Current Liabilities	201,827	173,396
Non-Current Liabilities		
Long-term debt *(Note 8)*	1,226,285	779,828
Capital lease obligations *(Note 6)*	60,968	60,270
Other long-term obligations *(Note 9)*	9,781	6,767
Total Non-Current Liabilities	1,297,034	846,865
Total Liabilities	1,498,861	1,020,261
Commitments and Contingencies *(Notes 6, 9, 11, 12)*		
Net Assets		
Invested in capital assets, net of related debt	2,216,783	2,085,802
Restricted for contractual arrangements and other *(Note 10)*	108,946	131,599
Unrestricted	550,539	429,879
Total Net Assets	2,876,268	2,647,280
Total Liabilities and Net Assets	**$ 4,375,129**	**$ 3,667,541**

See Notes to Financial Statements.

Statements of Revenues, Expenses and Changes in Net Assets

(in thousands)	December 31 2007	2006
Operating Revenues		
Passenger fares	$ 22,029	$ 18,052
Other operating revenue	4,234	3,431
Total Operating Revenues	26,263	21,483
Operating Expenses		
Operations and maintenance	99,113	89,134
General and administrative	17,060	18,471
Loss on disposal of assets	309	3
Depreciation, amortization and accretion	35,187	33,486
Total Operating Expenses	151,669	141,094
Loss from Operations	**(125,406)**	**(119,611)**
Non-Operating Revenues (Expenses)		
Sales tax	280,263	259,164
Motor vehicle excise tax	72,403	70,202
Rental car tax	2,531	2,427
Investment income	24,952	37,277
Other revenues	119	62
Non-operating expenses	(27,220)	(12,358)
Interest expense	(224)	(436)
Discontinued and impaired projects	(211)	(5,944)
Total Non-Operating Revenues, Net	352,613	350,394
Income Before Capital Contributions	**227,207**	**230,783**
Capital contributions to other governments	(115,557)	(72,750)
Federal capital contributions	112,668	130,445
Other capital contributions	4,670	14,080
Net Capital Contributions	**1,781**	**71,775**
Change in Net Assets	**228,988**	**302,558**
Total Net Assets, Beginning of Year	**2,647,280**	**2,344,722**
Total Net Assets, End of Year	**$ 2,876,268**	**$ 2,647,280**

See Notes to Financial Statements.

Statements of Cash Flows

(in thousands)	December 31 2007	2006
Cash Flows from Operating Activities		
Cash receipts from fares	$ 16,265	$ 24,969
Cash receipts from other operating revenue	4,066	3,328
Payments to suppliers	(18,876)	(26,789)
Payments to transportation service providers	(73,986)	(57,679)
Payments to employees for wages and benefits	(23,421)	(23,002)
Net Cash Used by Operating Activities	**(95,952)**	**(79,173)**
Cash Flows from Non-Capital Financing Activities		
Taxes received	351,962	328,959
Net Cash Provided by Non-Capital Financing Activities	**351,962**	**328,959**
Cash Flows from Capital and Related Financing Activities		
Capital contributions from grants	99,291	163,424
Proceeds on issuance of bonds	464,236	–
Proceeds on land sales	498	–
Proceeds for betterments and recoverable costs	4,499	2,643
Purchase of property, vehicles and equipment	(4,642)	(923)
Payments in respect of capital projects in progress	(657,518)	(651,701)
Payments to employees capitalized to capital projects in progress	(12,260)	(11,335)
Payments for bond interest, principal and promissory notes	(10,445)	(10,270)
Cash paid for interest	(37,510)	(37,690)
Payments to suppliers for non-operating expenses	(22,396)	(11,015)
Other	(322)	68
Net Cash Used by Capital and Related Financing Activities	**(176,569)**	**(556,799)**
Cash Flows from Investing Activities		
Purchases of investments	(349,972)	(322,461)
Proceeds from sales or maturities of investments	589,535	673,772
Investment income	23,209	31,354
Net Cash Provided by Investing Activities	**262,772**	**382,665**
Net Increase in Cash and Cash Equivalents	**342,213**	**75,652**
Cash and Cash Equivalents		
Beginning of year	304,627	228,975
End of Year	**$ 646,840**	**$ 304,627**
Cash and Cash Equivalents *(Note 3)*		
Unrestricted	$ 600,319	$ 215,768
Current restricted	2,432	2,665
Non-current restricted	44,089	86,194
	$ 646,840	**$ 304,627**

See Notes to Financial Statements.

Statements of Cash Flows *(continued)*

(in thousands)	December 31 2007	December 31 2006
Loss from Operations	**$ (125,406)**	**$ (119,611)**
Adjustments to Reconcile Loss from Operations to Net Cash used by Operating Activities		
Depreciation, amortization and accretion	35,187	33,486
Loss on disposal of capital assets	309	3
Changes in Operating Assets and Liabilities		
(Increase) decrease in accounts receivable	(48)	42
(Increase) decrease in due from other governments	(5,224)	661
Decrease (increase) in materials, parts and supplies	425	(85)
Decrease in prepaid expenses	327	50
Increase (decrease) in accounts payable, accrued and other liabilities	2,596	(3,041)
Increase (decrease) in salaries, wages and benefits	210	(192)
(Decrease) increase in deferred pass fare receipts	(1,249)	1,872
(Decrease) increase in due to other governments	(3,079)	7,642
Net Cash Used by Operating Activities	**$ (95,952)**	**$ (79,173)**

(in thousands)	December 31 2007	December 31 2006
Supplemental Disclosures of Non-Cash Operating, Investing and Financing Activities		
Capital contributions to other governments	$ (115,557)	$ (72,750)
Capital contributions from Land Bank	700	3,275
Accounts payable in construction in progress	136,149	116,271
Interest income from investments held to pay capital leases, net	844	842
Interest expense on capital leases	(844)	(842)
Decrease in fair value of investments	(585)	(3,653)

See Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2007 AND 2006

1. ORGANIZATION AND REPORTING ENTITY

As provided under the Revised Code of Washington ("RCW") Chapter 81.112 applicable to a regional transit authority, the Central Puget Sound Regional Transit Authority, a public corporation acting under the service name of Sound Transit, was established in 1993. Sound Transit was formed to implement a high-capacity transportation system throughout parts of King, Pierce, and Snohomish counties in the State of Washington through the design, construction, and implementation of a commuter rail ("Sounder"), light rail ("Link") and regional express bus system ("ST Express").

Reporting Entity—Sound Transit is a special purpose government supported primarily through sales tax, motor vehicle excise tax and rental car tax in Sound Transit's operating jurisdiction. In addition, Sound Transit receives capital funding from federal, state and local agencies.

Sound Transit is governed by an 18-member board, seventeen of whom are appointed by the respective member county executives and confirmed by the council of each member county. Membership is based on the population from the portion of each county that lies within Sound Transit's service area. Representation on the board shall include an elected official representing the largest city in each county and ensures proportional representation from other cities and from unincorporated areas of each county. The final board position is held by the Secretary of Transportation, Washington State Department of Transportation.

Accounting principles generally accepted in the United States of America require that the reporting entity include the primary government, all organizations for which the primary government is financially accountable and other organizations that, by the nature and significance of their relationship with the primary government, would cause the financial statements to be incomplete or misleading if excluded. Based on these criteria, Sound Transit is considered a primary government and does not have any component unit relationships. Conversely, Sound Transit is not considered a component unit of any primary government.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following summary of significant accounting policies is presented to assist the reader in interpreting the financial statements and should be considered an integral part of the financial statements.

Basis of Accounting—The accounts are maintained and financial statements prepared using the economic resources measurement focus and accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and methods prescribed by the State Auditor under the authority of RCW Chapter 43.09 for proprietary funds. The Governmental Accounting Standards Board ("GASB") is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. All applicable GASB pronouncements, as well as all Financial Accounting Standards Board ("FASB") statements and interpretations have been applied, except for those FASB statements and interpretations that contradict GASB pronouncements.

Tax revenues include taxes on retail sales of goods and services, rental car revenue and a motor vehicle excise tax. These taxes are levied within the district at a rate of 0.4% for sales and use, 0.8% on rental car revenue and 0.3% for motor vehicle excise. These taxes are collected on Sound Transit's behalf by the Department of Revenue and the Department of Licensing of the State of Washington and are recorded in the period when the underlying transaction occurs on which the tax is imposed.

Operating revenues consist primarily of passenger fares, which are recognized in the period in which services are provided and are earned, and expenses are recognized in the period in which they are incurred. All assets and liabilities associated with the operation of Sound Transit are included in the Balance Sheets. Depreciation of capital assets and amortization of deferred revenue is recognized in the Statements of Revenues, Expenses and Changes in Net Assets.

Capital Assets—Capital assets are stated at cost, except for donated capital assets, which are stated at the fair value on the date of donation. Expenditures for additions and improvements with a value in excess of $5,000 and a useful life of more than one year are capitalized. Expenditures for maintenance, repairs and minor improvements are charged to operations as incurred. Depreciation of capital assets is recorded using the straight-line method over the estimated

useful lives of the assets and leasehold improvements over the shorter of the life of the asset or length of the related agreement as follows:

	Estimated Useful Life
Rail access costs	37–40 years
Buildings	8–30 years
Transit facilities, rail and equipment	4–70 years
Park-and-ride lots and shelters	10 years
Revenue vehicles—Cab cars and coach cars	40 years
Revenue vehicles—Locomotives	29 years
Revenue vehicles—Light rail	25 years
Revenue vehicles—Buses	7–12 years
Furniture and equipment	3–7 years
Administrative vehicles and leasehold improvements	5 years

On an annual basis, Sound Transit evaluates whether events or circumstances have occurred affecting capital assets that are other than temporary in nature and which could result in an impairment of those assets. Impairment is considered to have occurred if there is a decline in the service utility that is large in magnitude and the event or circumstance is outside the normal life cycle of the asset. Impairment losses on assets that will no longer be used are measured based on the lower of carrying value or fair value of the affected asset. Impairment losses on assets that will continue to be used are measured using the best method that reflects the diminished service utility of the related asset.

All costs directly attributable to capital projects, as well as certain indirect costs that are allocated to the projects based on various applicable factors supporting the overhead rates used, are capitalized. Capital projects in progress balances include costs incurred for transportation projects not yet in service and are segregated between assets in which Sound Transit maintains a continuing ownership interest and capital assets that will be transferred to other governments upon completion.

Rail access costs reflect the cost of acquiring rights from BNSF for the Tacoma-to-Seattle and Everett-to-Seattle segments. In the Tacoma-to-Seattle corridor these rights were acquired in an amount equal to the funding of necessary track and signal improvements on the line and in the Everett-to-Seattle corridor through the direct acquisition of easements. In addition, these costs include Sound Transit's direct and indirect costs related to the planning and design, environmental management and permitting. The rail access rights for additional round trip service are acquired incrementally, as certain requirements are met under their respective agreements, and accordingly ongoing costs are capitalized to the depreciable asset on a quarterly basis.

Interest costs on funds borrowed through tax-exempt debt to finance the construction or acquisition of certain capital assets are capitalized during the period of construction or acquisition and are depreciated over the life of the related assets once placed into service.

Capital Contributions to Other Governments—Pursuant to capital improvement agreements, Sound Transit has provided funding to or constructed assets for various governments or their wholly owned subsidiaries for transit-related capital improvements. For assets constructed for other governments, these costs are capitalized and included in capital projects in progress until the asset is substantially completed and accepted, at which time it is charged to contributions to other governments.

Cash and Cash Equivalents—Cash and cash equivalents consist of cash on hand, demand deposits and short-term investments with maturities of three months or less when purchased, investments in the Local Government Investment Pool and the King County Investment Pool, which are managed by the Washington State Treasurer's Office and the King County Finance Division, respectively.

Compensated Absences—Vacation leave that has been earned but not paid has been accrued in the accompanying financial statements. Similarly, sick leave is accrued as the benefits are earned but only to the extent that Sound Transit will compensate the employees through cash payments conditional on the employee's termination, retirement or death. Vacation pay, which may be accumulated up to 50 days, is payable upon termination, retirement or death. Sick leave is payable at the rate of 50% of accrued hours upon resignation, retirement or death for employees hired before January 1, 2004, and 25% thereafter and is limited to 120 days for termination other than for retirement or death.

Environmental Reserves—Environmental conditions are evaluated at the time of purchase of land and are factored into the purchase price. Upon purchase, or at the time of discovery, the estimated cost of remediation is accrued and subsequently relieved as remediation occurs or if there is a reduction in the estimated cost to remediate. Revisions to those estimates are accounted for as a project cost or expensed depending on the nature of the remediation required.

Investment Valuation—Investments are generally stated at fair value based on quoted market prices, as available. The restricted investment held for the 2005A Bond Reserve is not available for sale and accordingly is carried at cost.

Operating and Contingency Fund—In accordance with Board policy, Sound Transit maintains a cash reserve based on two months of average annual operating expenses, to be used in the event of budget shortfalls. As this is an internally

restricted cash balance, this balance is included in cash and cash equivalents.

Capital Replacement Fund—In 2007 Sound Transit's Board adopted by resolution a capital replacement reserve to be utilized for major maintenance and repair of Sound Transit's capital assets consistent with the agency's long term financial plan and methodologies outlined by the Federal Transit Administration. A separate investment portfolio was created with interest earnings reinvested within the reserve. As this is an internally restricted investment balance, this balance is included in unrestricted investments.

Parts, Materials and Supplies—Parts, materials and supplies are recorded as inventory at the lower of purchased cost or net realizable value. These assets are reviewed periodically for slow-moving and obsolete items, and any impairment in value is reflected as a charge to operations.

Reclassifications—Certain reclassifications have been made to the 2006 Financial Statements to conform to the current year's presentation.

Restricted Assets—Restricted assets are assets set aside to meet externally imposed legal and contractual obligations. Restricted assets are used in accordance with their requirements, and where both restricted and unrestricted resources are available for use, restricted resources are used first and then unrestricted resources as they are needed.

Revenue and Expense Classification—Sound Transit distinguishes operating revenues and expenses from non-operating items in the preparation of its financial statements. Operating revenues and expenses generally result from providing passenger services in connection with Sound Transit's principal ongoing operations. The principal operating revenues are passenger fares. Sound Transit's operating expenses include labor, materials, services, claims, purchased transportation and other expenses related to the delivery of passenger transportation within the Central Puget Sound region. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Subarea Accounting—Sound Transit allocates revenue and expenses, and certain assets and liabilities to each of the included jurisdictions in accordance with *Sound Move* and established policies. Presentation of such allocation is not a required disclosure under accounting principles generally accepted in the United States of America. Accordingly, a separate agreed upon procedures report and Schedule of Subarea Equity is issued.

Use of Estimates—The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. CASH, CASH EQUIVALENTS, INVESTMENTS AND RESTRICTED ASSETS

Sound Transit's bank deposits are covered by the Federal Deposit Insurance Corporation ("FDIC") or by collateral held in a multiple financial institution collateral pool administered by the Washington Public Deposit Protection Commission ("PDPC"). All deposits not covered by the FDIC are covered by the PDPC. Cash held in the Local Government Investment Pool and the King County Investment Pool are managed by the Washington State Treasurer's Office and the King County Finance Division, respectively. These pools represent an interest in a group of securities and have no specific security subject to custodial risk.

All surplus cash is invested in accordance with an investment policy approved by Sound Transit's Board and certified by the Municipal Treasurer's Association. Qualifying investments under this policy include obligations of the United States government, Treasury and Agency securities, bankers' acceptances, certificates of deposit, commercial paper and repurchase agreements. Sound Transit's investment policy addresses common deposit and investment risks as described below.

Interest Rate Risk—Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Sound Transit manages its exposure to fair value losses by matching its investments to cash flow requirements and by comparing the modified duration of fixed income securities in its investment portfolios to established benchmarks. Deviation from the established benchmark within 25% is considered acceptable by the Agency. Modified duration estimates the sensitivity of a bond's price to interest rate changes. At December 31, 2007, benchmark duration for Sound Transit's unrestricted portfolio was 0.57 and its restricted portfolio was 0.44. A benchmark had not been established for the Capital Replacement Reserve which was authorized in December 2007. Actual modified duration by investment type is presented in the table on the following page.

Concentration of Credit Risk—Concentration of credit risk is the risk associated with a lack of diversification or having too much invested in a few individual issues. The investment policy sets forth maximum concentration guidelines whereby no single Agency exceeds 50% of the overall portfolio, or 10% for certificates of deposit, bankers' acceptances, repurchase agreements, general obligation bonds and A1/P1 commercial paper. Treasury securities may comprise up to 100% of the portfolio, as well as participation in the Washington State Treasurer's Local Government Investment Pool. Agency Securities (combined) may comprise up to 75% of the portfolio.

Participation in the King County Investment Pool is limited to 50% of the portfolio. The table on the following page provides the percentage invested in each type of investment as of December 31, 2007.

Credit Risk—Credit risk is the chance that an issuer will fail to pay principal or interest in a timely manner, or that negative perceptions of the issuer's ability to make these payments will cause the price of the investment to decline. All Agency securities in our portfolios are rated AAA, and the Certificate of Deposit is covered by the PDPC. The King County Investment Pool rating of AAAf has been temporarily suspended due to asset backed commercial paper in their portfolio, which is in default. The Washington State Treasurer's Local Government Investment Pool is a 2a7-like pool and is unrated.

During the year Sound Transit reduced the funds on deposit with the County Pool, and has recorded an estimated loss in the amount of $209,000 which is the expected pro-rata share of the loss based on independent market valuations obtained by the County.

Custodial Credit Risk—Custodial credit risk is the risk that, in the event of the failure of the counterparty, Sound Transit would not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. All investments purchased by Sound Transit are held and registered in Sound Transit's name in the Trust Department or safekeeping department of a financial institution, as established by a written third party safekeeping agreement between Sound Transit and the financial institution.

Cash, cash equivalents, investments and restricted assets are as follows (modified duration in years):

	2007			2006		
(in thousands)	Fair Value	Modified Duration	% of Portfolio	Fair Value	Modified Duration	% of Portfolio
Deposits and Investments						
US agency securities:						
Federal Farm Credit Bank	$ 7,746	1.390	9.68%	$ 62,694	0.581	16.52%
Federal Home Loan Bank	23,453	1.022	29.30%	110,049	0.444	29.00%
Federal Home Loan Mortgage Corporation	9,452	0.372	11.81%	80,192	0.527	21.13%
Federal National Mortgage Association	11,886	0.449	14.85%	10,079	0.213	2.66%
US treasury securities	–	0.000	0.00%	64,581	0.524	17.02%
Certificate of deposit	8,000	0.160	10.00%	8,000	1.100	2.11%
FDIC or PDPC insured bank deposits	19,502	0.000	24.37%	43,890	0.000	11.57%
	80,038	0.561	100.00%	379,485	0.454	100.00%
Cash and Cash Equivalents						
Investment Pools:						
King County	181	0.550		26,775	0.400	
Washington State Local Government	618,794			225,449		
US discount note:						
Federal Home Loan Bank	280	0.010		–	–	
Federal Home Loan Mortgage Corporation	–	–		410	0.011	
Cash on hand	83			103		
	619,338			252,737		
Other Restricted Assets						
Deductible liability protection policy	4,219			5,254		
2005A Bond Reserve – FHLB Discount Note	39,892	0.330		–		
Interest receivable on restricted investments	188			496		
	44,299			5,750		
Total Cash, Cash Equivalents, Investments and Other Restricted Assets	**$ 743,675**			**$ 637,972**		

(in thousands)	December 31 2007	2006
Balance Sheet Classifications		
Cash and cash equivalents	$ 600,319	$ 215,768
Current restricted assets:		
Cash equivalents	2,432	2,665
Deductible liability protection policy	4,219	5,254
	6,651	7,919
Investments	23,165	280,095
Non-current restricted assets:		
Cash Equivalents	44,089	86,194
Investments	69,263	47,500
Other assets	188	496
	113,540	134,190
	$ 743,675	**$ 637,972**

4. RECEIVABLES

Receivables consist of the following:

(in thousands)	December 31 2007	2006
Taxes receivable	$ 57,384	$ 54,149
Grants receivable	22,703	5,357
Accounts receivable, net	139	595
Due from other governments	14,903	15,614
Interest receivable	1,181	3,514
Current portion supplemental mitigation advances	–	2
	$ 96,310	**$ 79,231**

Amounts due from other governments include amounts due under the Puget Pass regional fare program, amounts reimbursable under interlocal agreements for operating expenses or capital contributions for transit facilities, and betterments. Payment terms are generally defined in the various agreements with other governments and range from 21 days to 60 days. Where payment terms are not defined by agreement, they are due in accordance with the terms specified in the invoice, which is generally 30 days.

5. CAPITAL ASSETS

Capital assets are summarized as follows:

(in thousands)	December 31 2005	Transfers In and Additions	Transfers Out and Retirements	December 31 2006	Transfers In and Additions	Transfers Out and Retirements	December 31 2007
Non-Depreciable Assets							
Land	$ 269,136	$ 23,910	$ (2,170)	$ 290,876	$ 39,604	$ (3,896)	$ 326,584
Permanent easements	160,967	55,718	–	216,685	50,491	–	267,176
Capital projects in progress							
Sound Transit	1,071,126	645,278	(157,842)	1,558,562	671,173	(186,572)	2,043,163
Other governments	119,852	61,953	(78,027)	103,778	66,399	(116,066)	54,111
Total Non-Depreciable Assets	1,621,081	786,859	(238,039)	2,169,901	827,667	(306,534)	2,691,034
Depreciable Assets							
Transit facilities, rail and heavy equipment	223,807	41,838	–	265,645	67,620	(575)	332,690
Rail access rights	270,898	34,047	–	304,945	25,181	–	330,126
Buildings and leasehold improvements	23,168	–	–	23,168	10	–	23,178
Revenue vehicles	231,139	578	–	231,717	3,881	–	235,598
Furniture, equipment and vehicles	13,975	895	(23)	14,847	1,558	(479)	15,926
Equipment under capital lease	863	38	–	901	170	(131)	940
Total Depreciable Assets	763,850	77,396	(23)	841,223	98,420	(1,185)	938,458
Accumulated Depreciation							
Transit facilities and heavy equipment	(34,244)	(11,764)	–	(46,008)	(12,480)	28	(58,460)
Rail access rights	(8,282)	(7,765)	–	(16,047)	(8,942)	–	(24,989)
Buildings and leasehold improvements	(5,785)	(770)	–	(6,555)	(776)	–	(7,331)
Revenue vehicles	(48,309)	(11,356)	–	(59,665)	(11,400)	–	(71,065)
Furniture, equipment and vehicles	(10,550)	(1,533)	20	(12,063)	(1,271)	216	(13,118)
Equipment under capital lease	(191)	(198)	–	(389)	(222)	73	(538)
Total Accumulated Depreciation	(107,361)	(33,386)	20	(140,727)	(35,091)	317	(175,501)
Depreciable Assets, Net	**656,489**	**44,010**	**(3)**	**700,496**	**63,329**	**(868)**	**762,957**
Total Capital Assets, Net	**$ 2,277,570**	**$ 830,869**	**$ (238,042)**	**$ 2,870,397**	**$ 890,996**	**$ (307,402)**	**$ 3,453,991**

During 2007, Sound Transit capitalized $37.3 million of interest costs, ($36.6 million in 2006), representing all of the interest, net of premium, discounts and bond issue costs, incurred on its bonds outstanding (see Note 8).

6. CAPITAL AND OPERATING LEASES

Capital leases are comprised of the following:

(in thousands)	2007	2006
Lease/leaseback	$ 60,770	$ 59,925
Copier leases	426	536
	61,196	60,461
Less current portion	(228)	(191)
	$ 60,968	**$ 60,270**

Lease/Leaseback—On May 31, 2001, Sound Transit entered into a transaction to lease 22 rail passenger cab and coach cars and 5 locomotives (the "headlease") to an investor and simultaneously subleased the vehicles back (the "sublease"). Under these transactions, Sound Transit maintains the right to continued use and control of the assets through the end of the leases and is required to insure and maintain the assets. The headlease and sublease have been recorded as capital leases for accounting purposes.

The vehicles had a fair market value of $61.3 million with a book value of $37.7 million at closing. Sound Transit received a prepayment equivalent to the net present value of the headlease obligations totaling $61.3 million. From those proceeds, $50.4 million was deposited with AIG-FP Special Finance Ltd. to partially meet Sound Transit's obligations under the sublease payments. In addition, $5.7 million was deposited with AIG Matched Funding Corp. and invested in securities issued or guaranteed by the United States government to meet the remaining obligations under the sublease. The remaining $4.9 million (net of closing costs of $363 thousand) was retained by Sound Transit and recorded as non-operating revenues in the year ended December 31, 2001.

The net present value of the future sublease payments has been recorded as a long-term capital lease obligation. The underlying investments have been structured to meet all future obligations under the sublease when due, and as such, have been recorded to equal the sublease obligations on the accompanying balance sheet.

Net changes in the sublease are shown in the following table:

(in thousands)	2007	2006
Net sublease, January 1	$ 59,925	$ 59,083
Accrued interest	4,485	4,422
Less payment	(3,640)	(3,580)
Net Sublease, December 31	**$ 60,770**	**$ 59,925**

Amtrak Lease/Sublease—In September 2000, Sound Transit entered into a 40-year agreement to lease its locomotives, passenger coaches and cab cars ("rolling stock") to the National Railroad Passenger Corporation ("Amtrak") for $1. Under the agreement Amtrak is obligated to repair, maintain and service the rolling stock at Amtrak's maintenance facility in return for payment by Sound Transit. By separate agreement, Sound Transit assigned to Amtrak its commuter rail operating agreement, which it had entered into with the BNSF Railway Company ("BNSF") in May 2000 to provide commuter rail service. In order to give BNSF possession and use of the rolling stock for purposes of providing commuter rail service on Amtrak's behalf for Sound Transit, Amtrak entered into a 40-year sublease of the rolling stock to BNSF for a nominal rental payment of $1.

Under the legal structure of these transactions and pursuant to a Department of Revenue ruling, the equipment is exempted from Washington State sales and use taxes, and Sound Transit and Amtrak have agreed by a Memorandum of Understanding to use funds that would otherwise be payable for projects that mutually benefit Pacific Northwest intercity rail passenger service. Sound Transit maintains title and continuing control of the assets through the end of the lease, upon which the assets will be returned to Sound Transit.

Operating Rentals—Sound Transit leases office space, parking, land and equipment storage at various locations including space adjacent to Union Station, Auburn, Bellevue, Issaquah, Mercer Island, Puyallup, Seattle, Tacoma and Tukwila under non-cancelable operating leases in excess of one year with lease terms expiring in 2007 through 2011.

Minimum lease payments through 2011 are as follows:

Operating rentals, commitments next 5 years

(in thousands)	
2007	$ 2,157
2008	1,442
2009	816
2010	232
2011	222
	$ 4,869

Total rental costs for 2007, which include non-cancelable leases as well as other month-to-month rentals, were $2.4 million of which $468 thousand was for capital projects in progress. Total rental costs for 2006 were $2.2 million, of which $529 thousand was for capital projects in progress.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

(in thousands)	2007	2006
Accounts payable	$ 17,465	$ 31,164
Accrued liabilities	52,769	22,422
Due to other governments	44,268	45,346
Accrued salaries, wages and benefits	1,623	1,550
Retainage payable	311	62
	$ 116,436	**$ 100,544**

8. LONG-TERM DEBT

Long-term debt consists of the following:

(in thousands)	2007 Beginning Balance	Additions	Reductions	2007 Ending Balance	Amounts Due within One Year
Bonds Payable:					
Series 1999 Bonds, at par	$ 345,730	$ –	$ (4,445)	$ 341,285	$ 4,620
Series 2005A Bonds, at par	422,815	–	–	422,815	–
Series 2007A Bonds, at par	–	450,000	–	450,000	14,555
	768,545	450,000	(4,445)	1,214,100	19,175
Plus unamortized premium	22,460	17,009	(1,761)	37,708	
Less unamortized discount	(6,732)	–	384	(6,348)	
Total Bonds Payable	784,273	467,009	(5,822)	1,245,460	19,175
Promissory Notes:					
Lakeview South Line	6,000	–	(6,000)	–	–
Plus (minus) imputed interest	(199)	–	199	–	–
Total Promissory Notes Payable	5,801	–	(5,801)	–	–
Total Long-Term Debt	**$ 790,074**	**$ 467,009**	**$ (11,623)**	**$ 1,245,460**	**$ 19,175**

(in thousands)	2006 Beginning Balance	Additions	Reductions	2006 Ending Balance	Amounts Due within One Year
Bonds Payable:					
Series 1999 Bonds, at par	$ 350,000	$ –	$ (4,270)	$ 345,730	$ 4,445
Series 2005A Bonds, at par	422,815	–	–	422,815	–
	762,815	–	(4,270)	768,545	4,445
Plus unamortized premium	24,221	–	(1,761)	22,460	
Less unamortized discount	(7,117)	–	385	(6,732)	
Total Bonds Payable	789,919	–	(5,646)	784,273	4,445
Promissory Notes:					
Lakeview North Line, replacement	3,000	–	(3,000)	–	–
Lakeview South Line	9,000	–	(3,000)	6,000	6,000
	12,000	–	(6,000)	6,000	6,000
Plus (minus) imputed interest	(605)	–	406	(199)	(199)
Total Promissory Notes Payable	11,395	–	(5,594)	5,801	5,801
Total Long-Term Debt	**$ 801,314**	**$ –**	**$ (11,240)**	**$ 790,074**	**$ 10,246**

Sales Tax and Motor Vehicle Excise Tax Bonds, Series 1999—On January 6, 1999, Sound Transit issued tax-exempt Sales Tax and Motor Vehicle Excise Tax Bonds, Series 1999 dated December 1, 1998, in the amount of $350 million. The bonds are special limited obligations of Sound Transit payable from and secured solely by a pledge of Sound Transit's sales and use tax, motor vehicle excise tax and rental car tax imposed at the rates of 0.4%, 0.3%, and 0.8% respectively and are considered senior to the Series 2005A and 2007A subsequently issued.

Sales Tax Bonds, Series 2005A—On March 31, 2005, Sound Transit issued tax-exempt Sales Tax Bonds, Series 2005A dated March 31, 2005, in the amount of $422.8 million. These bonds were issued on a subordinate basis to the prior bonds issued. These bonds are special limited obligations of Sound Transit payable from and secured solely by a pledge of Sound Transit's sales and use tax and rental car tax.

Sales Tax Bonds, Series 2007A—On December 18, 2007, Sound Transit issued tax-exempt Sales Tax Bonds, Series 2007A dated December 18, 2007, in the amount of $450.0 million. These bonds were issued on a subordinate basis to prior bonds issued. These bonds are special limited obligations of Sound Transit payable from and secured solely by a pledge of Sound Transit's sales and use tax and rental car tax.

Sound Transit is required to maintain certain minimum deposits as defined in the respective bond resolution for each bond issue to meet debt service requirements. In addition, for the Series 2005A Bonds, the Agency established a $39.5 million reserve, consistent with the Parity Bond Resolution, which is invested in a Forward Purchase and Sale Agreement with a guaranteed yield of 5.18% for the life of the bond reserve. Proceeds from all bond issues have been used for the Agency's capital projects.

The following tables set forward average and effective coupon rates, rating agency information, principal payment commencement, fair value, amounts currently restricted for debt service and debt requirements to maturity.

	Issue Date	Average Rate		Ratings		Principal
		Coupon	Effective	Moody's[1]	S&P[2]	Payment Commencement
Series 1999	Dec 1, 1998	4.88	5.03	Aa2*	AAA	Feb 1, 2006
Series 2005A	March 31, 2005	4.95	4.60	Aa3	AAA**	Nov 1, 2011
Series 2007A	Dec 18, 2007	4.99	4.76	Aa3	AAA**	Nov 1, 2008

(in millions)	December 31			
	Fair Value[3]		Cash Restricted For Debt Service	
	2007	2006	2007	2006
Series 1999	354.70	361.90	11.60	11.50
Series 2005A	442.50	447.40	3.40	3.40
Series 2007A	466.70	–	0.81	–

* Upgraded in 2007 from Aa3
** Upgraded in 2007 from AA+
(1) Moody's Investor Services
(2) Standard and Poor's
(3) Estimated using quoted market prices.

Debt service requirements to maturity for bonds payable

(in thousands)	Year Ending December 31		
	Principal	Interest	Total
2008	$ 19,175	$ 56,766	$ 75,941
2009	19,810	58,865	78,675
2010	8,065	57,862	65,927
2011	18,465	57,475	75,940
2012	19,195	56,744	75,939
2013-2017	117,405	268,669	386,074
2018-2022	202,390	229,914	432,304
2023-2027	259,165	172,670	431,835
2028-2032	281,150	108,859	390,009
2033-2036	269,280	34,481	303,761
	$ 1,214,100	**$ 1,102,305**	**$ 2,316,405**

Lakeview North and South Line Promissory Notes—On September 28, 2004, Sound Transit acquired a section of the Lakeview Subdivision between Lakewood and Nisqually, called the North Line, in exchange for a payment of $6 million and a $6 million promissory note payable to BNSF in September of 2006. In November 2004, a replacement note was agreed upon whereby if the south parcels were acquired (the "South Line") then $3 million of the note became due on September 28, 2005, with the balance of $3 million due and paid at maturity on September 28, 2006.

The South Line acquisition closed on October 3, 2005, resulting in the change in the terms of the North Line note as described. In addition, Sound Transit paid $3 million, assumed a promissory note payable of $9 million to BNSF with a payment due and paid of $3 million on September 28, 2006, and $6 million on September 28, 2007. These promissory notes were non-interest bearing and, in accordance with generally accepted accounting principles, were discounted to reflect the imputed interest cost to the Agency.

9. OTHER LONG-TERM OBLIGATIONS

Other long-term obligations include provisions for asset retirement obligations, uninsured losses related to the agency's risk management program and employee compensated absences as follows:

(in thousands)	2007 Beginning Balance	Additions and Accretion	Reductions	2007 Ending Balance	Amounts Due within One Year
Asset Retirement Obligations					
Sounder station platforms	$ 955	$ (43)	$ –	$ 912	$ –
Tacoma Link surface rail	1,607	(275)	–	1,332	–
Total Asset Retirement Obligations	2,562	(318)	–	2,244	–
Uninsured Losses					
Owner Controlled Insurance Program	2,508	5,040	(1,251)	6,297	1,269
Transit operations	414	721	(682)	453	74
Total Uninsured Losses	2,922	5,761	(1,933)	6,750	1,343
Compensated Absences	2,855	3,370	(3,106)	3,119	989
Total Other Long-term Obligations	**$ 8,339**	**$ 8,813**	**$ (5,039)**	**$ 12,113**	**$ 2,332**

(in thousands)	2006 Beginning Balance	Additions and Accretion	Reductions	2006 Ending Balance	Amounts Due within One Year
Asset Retirement Obligations					
Sounder station platforms	$ 823	$ 132	$ –	$ 955	$ –
Tacoma Link surface rail	1,192	415	–	1,607	–
Total Asset Retirement Obligations	2,015	547	–	2,562	–
Uninsured Losses					
Owner Controlled Insurance Program	2,283	1,725	(1,500)	2,508	518
Transit operations	322	92	–	414	81
Total Uninsured Losses	2,605	1,817	(1,500)	2,922	599
Compensated Absences	3,007	3,254	(3,406)	2,855	973
Total Other Long-term Obligations	**$ 7,627**	**$ 5,618**	**$ (4,906)**	**$ 8,339**	**$ 1,572**

Asset Retirement Obligations—In the course of entering into agreements with other governments and rail providers to construct the Agency's capital assets used in providing transportation services, certain of those agreements contain clauses that impose a legal burden on the Agency to remove all or a portion of those constructed assets at the termination of those agreements. FASB 143 and FASB Interpretation 47, require that these costs and related obligations be recognized where they exist.

Risk Management—In the ordinary course of its operations, Sound Transit is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; injuries to persons; and natural disasters. Sound Transit has established a comprehensive risk management program, utilizing the purchase of commercial insurance that has in force first-level coverage for property, liability, employment practices and crime and fidelity to provide protections from these exposures. Such coverage includes self-insured, per claim retention insignificant to Sound Transit's risk of loss. There have been no changes to the policy since inception and no settlements have exceeded coverage under the plan.

Sound Transit also established an Owner-Controlled Insurance Program ("OCIP") for all general liability claims by third-party injuries and/or property damage related to project

construction activities carried out by third-party contractors. This commercially procured insurance program includes a self-insured retention level of $500 thousand per claim. This program originally covered construction projects from January 1, 2001, through December 31, 2006, and all premium payments under the policies had been prepaid. A policy extension was negotiated through December 31, 2009, with the exception of the professional liability and contractor's pollution policy, which was extended to December 31, 2016 with an additional 3-year reporting period extending to December 31, 2019.

Sound Transit has also entered into a deductible liability protection policy to supplement the self-insured retention portion of the OCIP. Under this policy the probable maximum claims exposure, estimated at $6.5 million, was deposited with the insurer in an interest-bearing loss fund account, of which a balance of $4.2 million is remaining at December 31, 2007 (see Note 3).

Claim amounts estimated to be paid within the next year are included in other current liabilities.

Compensated Balances—Amounts estimated to be paid within the next year are included in accrued salaries, wages and benefits.

11. RESTRICTED NET ASSETS

Restricted net assets consist of the following:

(in thousands)	2007	2006
Contractual arrangements	$ 58,063	$ 80,098
Debt service, net of related obligations	44,512	44,095
Deductible liability protection policy	4,219	5,254
State appropriation	2,152	2,152
	$ 108,946	**$ 131,599**

11. EMPLOYEE BENEFITS

Sound Transit provides a defined contribution money purchase plan and trust ("401(a) Plan") to its employees. Prior to December 31, 1999, employees had a choice of participating in either the 401(a) Plan or in the Washington Public Employees' Retirement System ("PERS"). In 1999, the Washington State Legislature amended the laws governing PERS requiring employers either to terminate their participation in PERS or permit all new employees to participate in PERS regardless of their simultaneous participation in a 401(a) plan. Effective December 31, 1999, Sound Transit terminated its status as a PERS employer with regard to all employees hired after that date. Individuals who were active members at that date were eligible to continue their membership in PERS for the duration of their continuous employment with Sound Transit. At December 31, 2007, 2006 and 2005, there was one remaining employee participating in PERS.

A summary of the 401(a) Plan is as follows:

401(a) Plan—A defined contribution money purchase plan and trust was established for the Agency in 1994 with the adoption of Board Resolution No. 32. This was amended by Resolution No. 100 in 1997 to recognize the contribution made to Sound Transit by its employees. The ICMA Retirement Corporation administers the Central Puget Sound Regional Transit Authority Pension Plan and serves as the plan's trustee. This plan is a fixed employer system, and membership in the system includes all full-time Sound Transit employees and elected officials. The vesting schedule of the plan is 20% immediately upon employment, 40% after one year of service, 60% after two years, 80% after three years and 100% after four years. Employees are responsible for directing the investment of their contributions and Sound Transit's contributions.

Any eligible employee who was employed on the effective date of this plan was eligible to participate in the plan. Any other eligible employee shall be eligible to participate on the first day of employment.

Sound Transit's actual contribution rates, which were the required contribution rates, are expressed as a percentage of covered payrolls. The amount of covered payroll during 2007 and 2006 was $26.8 and $25.9 million respectively, and total payroll was 27.2 million and 26.3 million respectively. The required contribution rates expressed as a percentage of covered payroll and required Sound Transit contributions during 2007, 2006, and 2005 are as follows:

	Contribution Rate			Contributions*		
*(in thousands)	2007	2006	2005	2007	2006	2005
Employer	12%	12%	12%	$ 3,213	$ 3,111	$ 3,038
Employee	10%	10%	10%	2,678	2,592	2,532
Total	**22%**	**22%**	**22%**	**$ 5,891**	**$ 5,703**	**$ 5,570**

13. COMMITMENTS AND CONTINGENCIES

Operations and Maintenance Agreements—Sound Transit entered into 40-year agreements in May of 2000 with BNSF and Amtrak for the operations and maintenance of its Sounder commuter rail service. Under the BNSF agreement, Sound Transit pays in accordance with an hourly rate schedule per train mile that is based on the number of trains per day. Under the Amtrak agreement, Sound Transit pays a flat monthly fixed price dependent upon the number of one-way trips. See related agreements described in Note 6: Amtrak Lease/Sublease.

On June 24, 2002, Sound Transit entered into an agreement with King County to share Downtown Seattle Transit Tunnel maintenance and operation costs. Sound Transit's obligations include transfer of betterments, reimbursement of costs, and payment of a share of county debt service owed for the original tunnel construction. Sound Transit is also committed under this agreement to share costs for future capital repairs or replacements as they arise. Compensation is calculated as reimbursement of certain county costs based on fixed percentages. The DSTT agreement remains in effect indefinitely, contingent upon King County and Sound Transit entering into a Light Rail operating agreement.

On June 24, 2003, Sound Transit entered into a Central Link Light Rail system operation and maintenance agreement with King County. The agreement term extends five years beyond the commencement of passenger revenue service. Compensation for this service is based on reimbursement for county expenses based on a fixed amount for a baseline level of service, with additional costs billed for service changes directed by Sound Transit.

In 2004, Sound Transit entered into five-year agreements that expire September 2009 with Community Transit, King County Department of Transportation and Pierce Transit ("purchased transportation providers") to operate its ST Express public transportation service within Sound Transit's service area. Service is compensated based upon a fixed fee agreed to annually, with certain items subject to variable pricing, such as fuel and special services.

Agreements with BNSF for Sounder Commuter Rail Service in the Everett-to-Seattle and Lakewood-to-Tacoma Corridors—On December 18, 2003, Sound Transit entered into a number of agreements with BNSF for, among other things, the purchase of four perpetual easements for commuter rail service between Everett and Seattle, the purchase of railroad right-of-way between Nisqually and Tacoma for service and station improvements, terms for joint use of the railroad right-of-way and the purchase of operation services in each corridor.

The acquisition of the easements and property occurred over a four-year payment period. The first easement in the Everett-to-Seattle corridor closed in December 2003, and the second easement closed in December 2004, each in exchange for a payment of $79.0 million. The third easement closed in December 2006 and the fourth and final easement closed in December 2007, each in exchange for a payment of $50 million. Each easement allows the addition by Sound Transit of one round trip commuter train service.

The Joint-Use Agreement for the Everett-to-Seattle corridor provides the mechanism for determining the cost to Sound Transit for the maintenance-of-way and rehabilitation activities on the corridor.

The Joint-Use Agreement for the Lakewood-to-Tacoma corridor sets forth the cost to BNSF for the maintenance-of-way and rehabilitation activities on the corridor and Sound Transit's and BNSF's responsibilities during the interim period before Sound Transit starts operating on each portion of the corridor. However, as Sound Transit incrementally commences construction of the line, Sound Transit will be responsible for maintenance activities on those sections.

The Everett-to-Seattle Commuter Rail Service Agreement set forth the terms for the actual operation of the commuter trains by BNSF and the compensation paid to BNSF for train crews, maintenance-of-way and other expenses incurred in the operation of the Sounder service between Seattle and Everett. The compensation is structured to provide flat rates for maintenance and crews with inflation adjusters plus performance incentives. The term of the agreement is for 12 years with an option of five additional years that must be agreed to by both parties, for a maximum term of 17 years. In addition, a first amendment was executed to the existing long-term agreement for commuter service from Seattle to Tacoma, covering service for the Lakewood-to-Tacoma corridor, provided Sound Transit eventually operates in the corridor.

Governmental Agreements—In its ordinary course of planning design and construction of its projects, Sound Transit enters into agreements with other governments. These agreements establish the working relationships with the other governmental entities and may obligate Sound Transit to pay for services over the lifecycle of a construction project, and often include provisions to transfer property or property rights upon completion of construction. Significant governmental agreements include:

- **City of Seattle Construction Services Agreement:** Entered into on November 13, 2003, this agreement covers areas including, quality assurance & inspections, emergency services, traffic signal design, and utility work by city crews. The agreement also commits Sound Transit to accomplish certain betterments and utility upgrades, which are to be reimbursed by the city. All commitments under this agreement are anticipated to be completed during 2008.
- **Port of Seattle Construction Services Agreement:** Entered into on April 17, 2006, this agreement provides payment terms and assignments regarding which entity serves as contract administrator, and which serves as construction manager, for the various contract packages making up the Airport Link project. The agreement also stipulates operating terms applicable after construction. The agreement will not expire as long as Sound Transit operates rail transit systems on the segment.
- **University of Washington Master Implementation Agreement:** Entered into on July 2, 2007, this agreement allows Sound Transit entry to the University's Seattle Campus to construct Link light rail; establishes compensation amounts for certain staffing costs, parking mitigation in the amount of $15.2 million, which was paid in 2007 and consideration for easements granted by the University in the amount of $20.0 million, due May 2008. Both parties anticipate additional agreement(s) providing terms for the operation of Link light rail on University property.

Land Bank Agreement—Sound Transit entered into an agreement called the Land Bank Agreement with the Washington State Department of Transportation ("WSDOT") in July of 2000 and as restated in December of 2003, the purpose of which is to establish a framework within which WSDOT can from time to time convey portions of WSDOT property to Sound Transit and to make other portions of other WSDOT property available for non-highway use by Sound Transit in consideration for Sound Transit's funding of highway purpose improvements. The value of Land Bank credits at December 31, 2007, was $230.8 million and is not recorded in the financial statements. The following table provides information on additions to and uses of credits accruing to the benefit of Sound Transit in 2007 and 2006.

(in millions)	2007	2006
Balance in Land Bank, beginning of year	$ 150.3	$ 68.1
Credits:		
Totem Lake Freeway Station	–	56.0
Federal Way Direct Access	–	24.6
Lynnwood SR 99 and Lynnwood Transit Center	–	3.7
Ashway Park & Ride	–	1.1
Draws:		
Canyon Park airspace lease	(0.7)	–
Link (Airport alignment)	–	(2.7)
ST Express (Federal Way HOV, S. Everett Freeway Station and Mercer Island Park & Ride)	–	(0.5)
Balance in Land Bank, end of year	**$ 149.6**	**$ 150.3**

Purchases—At December 31, 2007 and 2006, Sound Transit had outstanding construction commitments of approximately $398.9 million and $708.3 million, respectively.

Grants—Sound Transit participates in several federal grant programs that are governed by various rules and regulations of the grantor agencies. Costs charged to the respective grant programs are subject to audit and adjustment by the grantor agencies; therefore, to the extent that Sound Transit has not complied with the rules and regulations governing the grants, refunds of any money received may be required and the collectibility of any related receivable at December 31, 2007 and 2006 may be impaired. In the opinion of management, there are no significant contingent liabilities relating to non-compliance with the rules and regulations governing the respective grants; therefore, no provision has been recorded in the accompanying financial statements for such contingencies.

Claims—In the ordinary course of business, Sound Transit has been named as a defendant in a number of lawsuits relating to personnel and contractual matters. Although the ultimate outcome, if any, of these matters is presently unknown, management has evaluated all claims and potential claims and where that exposure is probable, has reflected in the accounts of the Agency its best estimate. At December 31, 2007, $49.0 million has been recorded in construction in progress and a corresponding liability accrued ($46.0 million at December 31, 2006); however, as these are estimates, these amounts may be subject to change.

Statistical Data

(Unaudited)

Revenue by Source ($ in thousands)

Year	Passenger Fares	Sales/Use Taxes	Motor Vehicle Excise Taxes	Rental Car Taxes	Investment Income	Grants	Other Revenues	Total Revenues
2003	$ 11,625	$ 206,665	$ 61,189	$ 2,182	$ 20,020	$ 33,568	$ 4,576	$ 339,825
2004	13,205	219,020	64,714	2,166	10,626	96,459	3,418	409,608
2005	16,483	239,785	66,308	2,245	26,090	142,485	3,381	496,778
2006	18,052	259,164	70,203	2,427	37,277	144,526	3,491	535,140
2007	22,029	280,263	72,403	2,531	24,952	117,338	4,353	523,869
	$ 81,394	**$ 1,204,897**	**$ 334,817**	**$ 11,551**	**$ 118,965**	**$ 534,376**	**$ 19,219**	**$ 2,305,220**

Operating Expenses by Type

$ in thousands	2003	2004	2005	2006	2007
Labor	$ 19,315	$ 21,486	$ 22,403	$ 22,449	$ 23,507
Fringe Benefits	9,478	10,954	11,524	11,696	12,384
Services	15,703	16,989	20,283	19,998	22,398
Materials & supplies	1,825	2,306	3,089	3,693	3,832
Utilities	831	920	923	1,000	1,067
Insurance	2,572	2,481	2,504	2,406	2,272
Taxes	233	388	330	1,141	1,029
Purchased Transportation	43,536	50,022	55,350	61,631	69,955
Miscellaneous	2,530	2,732	2,838	2,917	2,815
Leases & rentals	2,238	2,267	2,198	2,052	2,082
Total Before Depreciation, Disposals and Capitalized Indirect Expense	**98,261**	**110,545**	**121,442**	**128,982**	**141,341**
Depreciation & Disposals	17,582	22,956	34,495	33,490	35,496
Capitalized Indirect Expenses, Net	(22,228)	(24,227)	(23,659)	(21,377)	(25,168)
	$ 93,615	**$ 109,274**	**$ 132,278**	**$ 141,094**	**$ 151,669**

Debt Service Requirements to Maturity

2007 Debt Capacity

Assessed valuation in 2006 for collection of taxes in 2007	$ 325,173,136,000
Maximum nonvoted debt (1.5% of assessed valuation)	$ 4,877,597,040
Less: Series 1999, 2005A, 2007A Bonds and Other Long-term debt	$ 1,214,526,321
Nonvoted debt capacity remaining	$ 3,663,070,719
Maximum voted debt (5% of assessed valuation)	$ 16,258,656,800
Less: Series 1999, 2005A, 2007A Bonds and Other Long-term debt	$ 1,214,526,321
Voted debt capacity remaining	$ 15,044,130,479

2007 SOUND TRANSIT BOARD OF DIRECTORS

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For information in alternative formats call 1-800-201-4900 / 1-888-713-6030 TTY or e-mail accessibility@soundtransit.org.

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SOUNDTRANSIT
RIDE THE WAVE

Union Station
401 S. Jackson St.
Seattle, WA 98104-2826
1-800-201-4900 /
1-888-713-6030 TTY
www.soundtransit.org